



## Anti-Bribery and Corruption Policy

**Policy Owner:** Chief Ethics and Compliance Officer

**Effective Date:** 1 August 2022

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### I. Summary and Purpose

The Cellfie is subject to laws prohibiting Bribery and Corruption including relevant laws in countries of operation. The Cellfie abides by all anti-Bribery and Corruption laws applicable to it, and it expects anyone doing business for or on its behalf also to abide by applicable laws.

Bribery or Corruption could subject Cellfie and Cellfie Personnel to legal liability, including criminal penalties, and could be damaging to the Cellfie business and reputation. Cellfie does not tolerate any form of Bribery or Corruption.

This Anti-Bribery and Corruption Policy (**Policy**) is designed to ensure compliance with applicable anti-Bribery and Corruption laws and to establish good practices to prevent Bribery and Corruption across the business.

### II. Key Takeaways

- We follow applicable laws.
- We do not offer to, promise to, authorize, or pay bribes.
- We do not offer to, promise to, authorize, or accept bribes.
- We do not engage others to pay or accept bribes on our behalf.
- We do not work with corrupt parties.
- We follow the principles in the Policy.

### III. Applicability and Scope

This Policy applies to the Cellfie, Cellfie Personnel, and Authorised Representatives.

This Policy is not intended to be a substitute for substantive legal requirements of applicable anti-Bribery and Corruption laws. This Policy and other relevant policies and procedures set a minimum standard that must be followed. Where local laws, regulations or rules impose a higher standard, that higher standard must be followed. Cellfie may adopt stricter standards than those set forth in this Policy.



#### IV. Definitions

**Anything of Value:** Anything (whether tangible or intangible) that has value to the recipient and may include, but is not limited to: money; transfers of stock, bonds or any other property; payment of expenses; provision of services of any type; Gifts; travel (for parties who are not Cellfie Personnel); Hospitality; employment; the forgiveness of debt; use of desirable telephone numbers (so-called “Golden Numbers”); job offers and internships, including those for family members; donations to designated charities; any other transfer of goods, services, or tangibles or intangibles that benefit the recipient. There is no minimum amount that must be exceeded before a thing of value can be illegal under the applicable anti-Bribery laws, and offers and promises are treated as if delivered, whether or not successful.

**Authorised Representative:** Any agent who is not an employee of Cellfie or any other third party properly authorized, instructed, or contracted to act for or on behalf of Cellfie. Where Cellfie Personnel have an obligation in this Policy, that obligation applies equally to an Authorized Representative.

**Bribery:** Giving, promising, authorising, or accepting Anything of Value for the purpose of improperly influencing the recipient to act or fail to act or where it would be improper for the recipient to accept the benefit.

**Charitable Contribution:** Donation (whether monetary or in-kind) for humanitarian or disaster relief purposes without expectation of return under circumstances set forth in this Policy.

**Closely Related Person:** A parent, spouse, romantic partner, sibling, or child (whether by blood, marriage, or adoption).

**Commercial Sponsorship:** Financial or in-kind backing of high-profile events, activities, or organizations in return for corporate promotion, advertising space, or other publicity or commercial exchange to market or promote Cellfie brands, products, services, or reputation, to increase sales, or to encourage customer loyalty (e.g., trade shows, conferences, sporting or charity events, etc.).

**Corruption:** Dishonesty, lack of integrity, or abuse of power or position for personal gain or a company’s business advantage.

**Free or Discounted Devices:** Free or discounted telecommunications devices, such as handsets, phones, etc., without accompanying cellular, network, or data services.

**Free or Discounted Golden Numbers:** Telephone numbers that are unique, rare or desirable (e.g., numbers that are easy to remember, the equivalent of a brand name, repeated digits, or in sequence) that are provided free of charge or at non-market price. Also referred to as “Beautiful Numbers.”

**Free or Discounted Services:** Free or discounted cellular, network, or data services (without accompanying device). Also referred to as “Free Numbers.”

**Free Test Services:** Free SIM cards (e.g., unlimited voice test SIM cards) and accompanying devices/equipment provided to customers for testing purposes (e.g., using the network to perform traffic tests) (also referred to



as “Free Test SIMs”). For the avoidance of doubt, Free Test SIMs provided on a temporary basis under an arm’s length written contract, or as requested by a Government Entity for technical testing purposes, are not covered by this Policy.

**Gift:** Any tangible thing of value given or received for free or at a reduced (non-market) cost.

**Government Entity:** Any agency, instrumentality, subdivision, department, or other body of any federal, regional, or municipal government or regulatory body; any commercial or similar entity that the government majority-owns, has a material interest in, or otherwise controls, including any state-owned or state-operated companies or enterprises, including state hospitals, orphanages, universities and schools; public international organizations such as the United Nations or the World Bank; and any political party.

**Government Official:** An employee or any other person acting in an official capacity or exercising a government or regulatory function, or candidate for such position, regardless of rank, of any Government Entity.

**Government-Related Entity:** Any company or organization owned or controlled by a Government Official or by an individual who is the Closely Related Person of a Government Official.

**Hospitality:** Any intangible thing of value given or received for free or at a reduced (non-market) cost, including:

- Meals, including receptions, lunches, dinners, and refreshments;
- All forms of entertainment, such as invitations to sporting events, theatre, cultural events, or Cellfie-sponsored events, including those for which physical/tangible tickets are provided; and
- Externally paid for attendance to professional events, such as conferences, tradeshow, training, etc., including any related travel and accommodation expenses.

**Social Investment:** An investment (whether monetary or in-kind) made by Cellfie that seeks to promote social good in line with the relevant Corporate Citizenship strategy.

**Cellfie Personnel:** Any director, officer, employee, contractor/consultant, temporary employee, or secondeed of any Cellfie entity.



## V. Policy Requirements

### a. Government Officials and Government Entities

This Policy applies to all dealings in both the public and private sectors. Particular care must be taken when interacting with Government Officials and Government Entities, which are heavily regulated and may present an increased risk for Bribery or Corruption.

Neither Cellfie Personnel nor Authorised Representatives may provide Anything of Value to any Government Official or anyone else for the purpose of improperly influencing official decision-making in order to obtain, retain, or secure business or commercial advantage.

Interactions with Government Entities and Government Officials also are subject to the Government Relations Policy.

### b. Gifts and Hospitality

Gifts or Hospitality may be appropriate to build relationships and goodwill in business. At the same time, Gifts or Hospitality can be misused, which can create compliance risks for the Cellfie and Cellfie Personnel. Cellfie's and Authorised Representatives' business decisions must always be made objectively and without improper influence and without letting personal interests interfere or conflict with the interests of the Cellfie.

Some types of Gifts and Hospitality are *never* acceptable, whether given or received, by any Cellfie Personnel, including:

- a. cash or cash equivalents (e.g., gift certificates or gift cards or gift vouchers, checks, loans, securities, gold, cryptocurrency, etc.);
- b. Gifts or Hospitality that might be indecent, inappropriate, or would damage Cellfie's integrity or reputation;
- c. Gifts or Hospitality provided during a tendering process, regulatory decision, or pricing, purchasing, or other government or business decision; or
- d. Gifts or Hospitality that violate applicable laws or regulations.

The giving or receiving of any Gift or Hospitality must comply with **each** of the following principles:

<b>1. Improper influence</b>	<p><i>Under <u>no</u> circumstances may a Gift or Hospitality be provided or received, directly or indirectly, in order to:</i></p> <ul style="list-style-type: none"><li>• Influence or prevent a governmental or private action, such as awarding contract, imposing a tax or fine, or granting or cancelling a contract or contractual obligation;</li><li>• Obtain a license, permit, or other authorization;</li><li>• Obtain confidential information;</li><li>• Influence any vote, whether government or private, relevant to, or the preparation or implementation of, any law, rule, or regulation;</li><li>• Obtain or retain business; or</li></ul>
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	<ul style="list-style-type: none"> <li>Secure any other business advantage.</li> </ul>
<b>2. Legitimate business purpose</b>	<p><i>Gifts and Hospitality must</i></p> <ul style="list-style-type: none"> <li>be connected to business and have a legitimate business purpose. If you are expecting something in return, it may not be legitimate.</li> </ul>
<b>3. Reasonable in value</b>	<p><i>Gifts and Hospitality must</i></p> <ul style="list-style-type: none"> <li>not be lavish or extravagant;</li> <li>be of reasonable/modest value relative to the location and circumstances in which given; and</li> <li>if a Gift is given, to the extent reasonable and practical, be branded to reflect a brand within the Cellfie.</li> </ul>
<b>4. On an infrequent basis</b>	<p><i>Gifts and Hospitality must <b>not</b> be</i></p> <ul style="list-style-type: none"> <li>provided or received on a frequent basis.</li> </ul>
<b>5. Respectful and in good taste</b>	<p><i>Gifts and Hospitality must <b>not</b></i></p> <ul style="list-style-type: none"> <li>reflect negatively on Cellfie’s reputation or otherwise be inconsistent with Cellfie’s values.</li> </ul>
<b>6. Transparent, open, and compliant</b>	<p><i>Gifts and Hospitality must</i></p> <ul style="list-style-type: none"> <li>be provided and received openly and transparently;</li> <li>follow applicable laws and relevant Cellfie policies and procedures;</li> <li>not violate the company policies of the recipient;</li> <li>never include cash or a cash equivalent; and</li> <li>not be paid for with personal funds to circumvent this Policy.</li> </ul>
<b>7. Accounted for properly</b>	<p><i>Gifts and Hospitality must be</i></p> <ul style="list-style-type: none"> <li>accounted for properly in Cellfie’s books and records;</li> <li>fully documented and supported by receipts and corresponding paperwork, including—where possible—the names of each recipient of a Gift or each person in attendance during Hospitality; and</li> <li>reconciled on a regular basis with Gifts and Hospitality expenses lodged in relevant general ledger (GL) accounts to ensure completeness of both the register and GL expense recording.<sup>1</sup></li> </ul>

Management, in consultation with the Chief Ethics & Compliance Officer, may send letters as necessary to Authorised Representatives reminding them of the above Gifts and Hospitality Principles. A sample letter to Authorised Representatives is attached at **Appendix A**.<sup>2</sup>

<sup>1</sup> Reconciliation is only required for Gifts or Hospitality that is subject to registration.

<sup>2</sup> The CECO will retain a copy of each letter or other communication sent to an Authorised Representative or other party.



The company must maintain a local Gift and Hospitality Procedure that sets forth a process to fulfil the requirements of this Policy. The procedure will establish the minimum information necessary to properly assess and process each request. A sample approval request form is attached as **Appendix B**.

Each procedure will include:

- Maximum value of a Gift or Hospitality that may be provided to or received from a Government Official without (prior)<sup>3</sup> approval from the Ethics & Compliance Office. The value may be as low as zero but may not exceed the local equivalent of US\$50 per recipient.
- Maximum value a Gift or Hospitality that may be provided to or received from a non-Government Official (e.g., commercial partner, supplier, customer, etc.) without (prior)<sup>4</sup> approval from the Ethics & Compliance Office. The value may be as low as zero but may not exceed the local equivalent of US\$150 per recipient.
- Maximum number of times (i.e., frequency) that a Gift or Hospitality may be given to or received from the same individual, whether or not a Government Official, without first obtaining approval from the Ethics & Compliance Office. The frequency threshold may not exceed 10 occurrences in one calendar year.

For purposes of the above thresholds, the local procedure may omit (i.e., not require registration of) Gifts or Hospitality valued at US\$50 or less.<sup>5</sup>

Each CECO has the authority to approve a Gift or Hospitality request up to a maximum value of US\$5,000 per recipient. Any Gift of Hospitality request exceeding this threshold is a matter that first must be presented to the local Business Risk Committee (BRC) and subsequently to the CEO.

In the event that an CECO rejects a request for approval, the requesting party must follow the instructions of that CECO, which may include returning a Gift received. **Appendix C** is a sample letter that may be used to return a Gift or decline to accept Hospitality.<sup>6</sup>

If an CECO observes that a Cellfie Personnel is receiving or giving frequent Gifts or Hospitality involving the same party, it is within the discretion of that CECO to refuse to approve giving or receiving further Gifts or Hospitality involving that party.

The company must maintain a Gifts and Hospitality register. The register must include the following information:

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<sup>3</sup> Where approval is required, it is expected to be obtained **before** the Gift/Hospitality exchange, whenever possible. Failure to obtain prior approval does not relieve the Gift/Hospitality giver/receiver of responsibility for obtaining approval after-the-fact.

<sup>4</sup> Where approval is required, it is expected to be obtained **before** the Gift/Hospitality exchange, whenever possible. Failure to obtain prior approval does not relieve the Gift/Hospitality giver/receiver of responsibility for obtaining approval after-the-fact.

<sup>5</sup> It is not intended that this Policy prohibit or create unnecessary administrative burden for low-value, low-risk exchanges, e.g., a meeting over a cup of coffee, swag received from a (prospective) vendor, etc.

<sup>6</sup> The CECO will retain a copy of each letter or other communication accompanying a Gift return.



- Information about the Cellfie Personnel (name, contact information) who will give or receive the Gift or Hospitality
- Information about the recipient or giver (name, employer, contact information), including whether recipient or giver is a Government Official
- Description of the nature of Gift or Hospitality provided or received, including:
  - Full description of Gift or Hospitality
  - Value per person, in USD (or local equivalent)
  - Whether it is a Gift or Hospitality
  - Whether it is given or received
- Whether the Gift or Hospitality was approved or rejected

See **Appendix D** for exemptions from related reporting, approval, and registration requirements to this Policy.

#### **c. Facilitation payments**

Facilitation payments are small payments that are made to speed up or facilitate the performance of a routine governmental action that involves non-discretionary acts to which the payer is legally or contractually entitled (e.g., to expedite utility connection) and are illegal in most countries. **Cellfie prohibits Cellfie Personnel and Authorised Representatives from paying facilitation payments on behalf of any member of the Cellfie, regardless of amount, and prohibits efforts to disguise or conceal facilitation payments as something else.**

#### **d. Duress**

Bribes occasionally are demanded when the target of the demand is under duress, which is actual or immediately threatened violence, imprisonment, or significant bodily injury. For the purposes of this Policy, economic coercion or extortion (i.e., threats to harm or slow business that will result in financial loss) does not amount to duress.

Although duress is extremely rare, Cellfie does not expect Cellfie Personnel or Authorised Representatives to compromise their personal physical safety or security or that of others if under duress. However, Cellfie requires a person placed under duress to promptly notify Ethics & Compliance of any duress incident so that appropriate action can be taken to protect the safety of the target and other Cellfie Personnel or Authorised Representatives and prevent recurrence. Payments made under duress must be accurately recorded in Cellfie S financial administration (i.e., books and records).

#### **e. Knowing our Authorised Representatives**

Because Cellfie can be held legally responsible, including criminally liable, for their acts, we need to know and trust our Authorised Representatives. We require our Authorised Representatives to comply with this Policy, other Cellfie policies and procedures, and the Business Partner Code of Conduct. Before engaging an Authorised Representative, Cellfie Personnel must follow the Business Partner Due Diligence Procedure.



Cellfie Personnel who reasonably suspect that an Authorized Representative may violate or may have violated this Policy must notify promptly the Chief Ethics & Compliance Office. Refer to the “Where to go for help” section of this Policy for further information.

#### **f. Social investments and Charitable Contributions**

Cellfie recognizes that it has social, economic, ethical, and environmental responsibilities to the communities where it does business and may provide Social Investments or Charitable Contributions in those communities. Cellfie must be certain that its activities—wherever made—are not an attempt to obtain improper influence for the benefit of any member of the Cellfie or for any other improper purpose.

Each activity must be transparent, justifiable, and fairly and accurately recorded in the Cellfie’s financial administration (i.e., books and records).

The company are required to maintain appropriate, documented processes to review, risk assess, and approve requests and must maintain a register that tracks all Social Investments and Charitable Contributions across the relevant The company , along with all documentation and information associated with the compliance review and approval process. **Appendix E** suggests the type of information that may be relevant for the The company to collect when considering whether to proceed with a Social Investment. **Appendix F** suggests the type of information that may be relevant for the The company to collect when considering whether to proceed with a Charitable Contribution. The Chief Ethics & Compliance Office will conduct appropriate risk review of each request, taking into consideration all facts, circumstances, and red flags (examples of common red flags are provided in **Appendix G**).

Charitable Contributions involve donations to legitimate non- or intergovernmental (e.g., United Nations) not-for-profit organizations or institutions such as legally-established charities, international and local aid or humanitarian organizations, government-established disaster-management authorities, and hospitals. A recipient organization must be able to demonstrate its eligibility by providing documentation reflecting its legitimate humanitarian, disaster-relief, or not-for-profit status. Social Investments require formal engagements, e.g., a contract, success criteria, and measurable and measured return on investment. Social Investments benefit Cellfie by fostering entrepreneurship and innovation in the communities it serves and creating opportunities for digital learning and advancement through digital initiatives and targeted training.

The following types of support and any like them, whether financial or in-kind, or directly or indirectly, are prohibited under this Policy.

- To fraternal, faith-based, or religious organizations;
- To political parties, organizations, or candidates;
- That would improperly influence a Government Official, customer, or any other commercial partner;
- To an organization that is subject to economic, trade, or financial sanctions or has engaged in or has the reputation for engaging in corrupt or unethical conduct; or





- To a public-sector program where the government, Government Official, or a Government Official's Closely Related Person is the direct recipient.<sup>7</sup>

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<sup>7</sup> CECO s should also consider close personal relationships a Government Official may have with a recipient and mitigate or eliminate any red flags those relationships may present. Effective due diligence and good judgment are required.



To be permitted, an activity must satisfy the following principles relevant to its type—Social Investment or Charitable Contribution:

Type	Criteria	Additional Requirements
<b>Social Investment</b>	Any Social Investment by or on behalf of a Cellfie company must: <ul style="list-style-type: none"> <li>• Fund the establishment of technology-hubs, including business and technology incubator and accelerators; or</li> <li>• Offer new and effective ways to increase innovation or student achievement in the fields of math, science, or engineering; or</li> <li>• Be focused on working with students and teachers to close the student achievement gap and provide access to digital platforms and technology for students in high need areas or on developing innovative digital content or platforms or other related digital areas; and</li> <li>• Be an outcome-based project that measures impact and offers results and aligns with Cellfie’s values, particularly collaboration, innovation and integrity.</li> </ul>	<ol style="list-style-type: none"> <li>1. Made directly to the ultimate beneficiary and not through a third party.</li> <li>2. Whenever possible and appropriate, delivered through Cellfie in-kind services (e.g., free airtime or devices), rather than financial contributions);</li> <li>3. Winners of competitions or giveaways must be objective, open, transparent and must not create the perception of impropriety;</li> <li>4. Must have a signed contract setting forth measurable outcomes; and</li> <li>5. Subjected to due diligence and screening in conjunction with relevant policies and procedures.</li> </ol>
<b>Charitable Contribution</b>	Charitable Contributions are determined on a case-by-case basis following applicable governance processes, approved by the The company CEO, and must: <ul style="list-style-type: none"> <li>• Be to a legally established non- or inter-governmental (e.g., United Nations) or not-for-profit organization or institution; and</li> <li>• Be in response to a significant emergency, such as a natural disaster, humanitarian crisis, or other large-scale event.</li> </ul>	<ol style="list-style-type: none"> <li>1. Made in favor of organizations with legitimate humanitarian, charitable, or disaster-relief status with a reputation for honesty and fair dealing; and</li> <li>2. Subjected to due diligence in conjunction with relevant policies and procedures.</li> </ol>

The CECO may authorize a Social Investment or Charitable Contribution or a series of Social Investments or Charitable Contributions to the same or a related party that are cumulatively valued up to and including the equivalent of US\$50,000. Any Social Investment or Charitable Contribution or series of Social Investments or



Charitable Contributions to the same or a related party that are valued at greater than the equivalent of US\$50,000 must be presented to the The company’s BRC for review and pre-approved in writing by the local The company Board. In addition, each Social Investment or Charitable Contribution that is requested or supported by or for the direct or indirect benefit of a Government Entity, Government-Related Entity, Government Official, or a Closely Related Person must be escalated to The company ’s BRC for review pre-approved in writing by the local The company Board.

#### **g. Commercial Sponsorships**

Commercial Sponsorships can be used to strengthen Cellfie brands but must not be seen as, or linked to, seeking or obtaining an improper advantage. All Commercial Sponsorships must be transparent, justifiable, and fairly and accurately recorded in the Cellfie’s financial administration (i.e., books and records).

Commercial Sponsorships require formal engagement, including a written contract, and must:

1. never be paid for in cash (i.e., physical currency);
2. adhere to relevant Code of Conduct, policies, and procedures, strategy, and budget;
3. be undertaken only after due diligence on all parties related to, and recipients of, a Commercial Sponsorship, is performed as required by the Business Partner Due Diligence Procedure;
4. be accurately and thoroughly documented, including with regard to due diligence and commercial benefits and approved according to relevant procedures;
5. be supported by a business proposal and purpose; and
6. follow local laws and other legal requirements.

Conflicts of interest that arise in the consideration of a Commercial Sponsorship must be disclosed according to the Conflicts of Interest Policy.

The following types of Commercial Sponsorship, whether financial or in-kind, are prohibited under this Policy.

- To fraternal, faith-based, or religious organizations;
- Of a political party, organization, or candidate;
- That would improperly influence or benefit a Government Official, a customer, or any other commercial partner;
- To an organization that is subject to economic, trade, or financial sanctions or has engaged in or has the reputation for engaging in corrupt or unethical conduct; or



- To a public-sector program where the government, Government Official, or a Government Official's Closely Related Person is the direct recipient.<sup>8</sup>

The company are required to maintain appropriate, documented processes to review, risk assess, and approve requests for Commercial Sponsorships and must maintain a register that tracks all Commercial Sponsorships across the relevant The company , along with all documentation and information associated with the compliance review and approval process. **Appendix H** suggests the type of information that may be relevant for the the company to collect when considering whether to proceed with a Commercial Sponsorship. The Chief Ethics & Compliance Office will conduct appropriate Corruption risk review of each request for a Commercial Sponsorship, taking into consideration all facts, circumstances, and red flags (examples of common red flags are provided in **Appendix G**).

The CECO may authorize a Commercial Sponsorship or a series of Commercial Sponsorships to the same or a related party that are cumulatively valued up to and including the equivalent of US\$50,000] Any Commercial Sponsorship or series of Commercial Sponsorships to the same or a related party that are valued at greater than the equivalent of US\$50,000 must be presented to the The company 's BRC for review and pre-approved in writing by the local The company Board. In addition, each Commercial Sponsorship that is requested or supported by or for the direct or indirect benefit of a Government Entity, Government-Related Entity, Government Official, or a Closely Related Person must be escalated to The company 's BRC for review pre-approved in writing by the local The company Board.

#### **h. Mergers, Acquisitions and Joint Ventures**

In pursuing acquisition, joint venture, or minority investment opportunities, the Cellfie must follow relevant policies and procedures and, in particular, review the target or potential partner to limit exposure to liability for any historical misconduct by conducting reasonable and appropriate pre-transaction due diligence and post-acquisition integration, if relevant.

#### **i. Accurate books and records**

The Cellfie is required by applicable laws to keep accurate books and records that correctly reflect all transactions and do not contain any false or misleading entries.

All transactions must be recorded completely and accurately so that the purpose and amount of a payment is clear. Undisclosed or unrecorded funds or assets of the company may not be established for any purpose. False, misleading, or artificial entries must never be made in the books and records of the Cellfie for any reason.

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<sup>8</sup> CECO s should also consider close personal relationships a Government Official may have with a recipient and mitigate or eliminate any red flags those relationships may present. Effective due diligence and good judgment are required.



## VI. Controls in place

In order to promote adherence to this Policy and to provide assurance regarding the Policy requirements, The company will maintain controls appropriate and relevant to its business and operations. The company regularly will review, test, and modify related controls to ensure continued effectiveness and report testing results and deficiencies to its BRC.

## VII. Where to Go for Help

If you believe that someone may have violated this document, please contact your Chief Ethics & Compliance Officer at [compliance@Cellfie.ge](mailto:compliance@Cellfie.ge). You also may submit a concern at [IDC@Cellfie.ge](mailto:IDC@Cellfie.ge). Cellfie does not tolerate any form of retaliation, harassment, or intimidation of any person who has reported a concern in good faith.

Cellfie will investigate alleged misconduct in relation to this Policy in accordance with Cellfie investigation processes. Any Cellfie Personnel who violates this Policy may be subject to disciplinary measures, up to and including termination of employment.

## VIII. Reference Documents

Cellfie policies and procedures must often be read in conjunction with other policies and procedures. The following policies and procedures provide additional guidance and direction.

Title	
Government Relations Policy	Contains rules and guidance for Cellfie Personnel interactions with Government Entities or Government Officials.
Code of Conduct	Provides the foundation for all Cellfie policies and is “a statement of legal and ethical standards that define what Cellfie expects of its operations and people regardless of location or background and that we live by wherever we operate.”

All policies and procedures are available on the SharePoint.



**APPENDIX A: SAMPLE LETTER TO AUTHORISED REPRESENTATIVE OUTLINING CELLFIE’S GIFTS & HOSPITALITY PRINCIPLES**

Dear [Authorised Representative’s name],

We would like to extend our warmest appreciation for your support for, and cooperation with, Cellfie.

As a valued member of the Cellfie Community, we expect you to be part of our efforts to promote transparency and integrity and as such, to follow Cellfie’s Gifts & Hospitality Principles:

<p><b>1. Improper influence</b></p>	<p><i>Under <u>no</u> circumstances may a Gift or Hospitality be provided or received, directly or indirectly, in order to:</i></p> <ul style="list-style-type: none"> <li>• Influence or prevent a governmental or private action, such as awarding contract, imposing a tax or fine, or granting or cancelling a contract or contractual obligation;</li> <li>• Obtain a license, permit, or other authorization;</li> <li>• Obtain confidential information;</li> <li>• Influence any vote, whether government or private, relevant to, or the preparation or implementation of, any law, rule, or regulation;</li> <li>• Obtain or retain business; or</li> <li>• Secure any other business advantage.</li> </ul>
<p><b>2. Legitimate business purpose</b></p>	<p><i>Gifts and Hospitality must</i></p> <ul style="list-style-type: none"> <li>• be connected to business and have a legitimate business purpose. If you are expecting something in return, it may not be legitimate.</li> </ul>
<p><b>3. Reasonable in value</b></p>	<p><i>Gifts and Hospitality must</i></p> <ul style="list-style-type: none"> <li>• not be lavish or extravagant;</li> <li>• be of reasonable/modest value relative to the location in which given; and</li> <li>• if a Gift is given, to the extent reasonable and practical, it should be branded to reflect a brand within the Cellfie.</li> </ul>
<p><b>4. On an infrequent basis</b></p>	<p><i>Gifts and Hospitality must <b>not</b> be</i></p> <ul style="list-style-type: none"> <li>• provided or received on a frequent basis; or</li> <li>• provided or received more than the allowed frequency thresholds.</li> </ul>
<p><b>5. Respectful and in good taste</b></p>	<p><i>Gifts and Hospitality must <b>not</b></i></p> <ul style="list-style-type: none"> <li>• reflect negatively on Cellfie’s reputation or otherwise be inconsistent with Cellfie’s values.</li> </ul>
<p><b>6. Transparent, open, and compliant</b></p>	<p><i>Gifts and Hospitality must</i></p> <ul style="list-style-type: none"> <li>• be provided and received openly and transparently;</li> <li>• follow applicable laws and relevant Cellfie policies and procedures;</li> <li>• not violate the company policies of the recipient;</li> </ul>



	<ul style="list-style-type: none"> <li>• never include cash or a cash equivalent; and</li> <li>• not be paid for with personal funds to circumvent this Procedure.</li> </ul>
<b>7. Accounted for properly</b>	<p><i>Gifts and Hospitality must be</i></p> <ul style="list-style-type: none"> <li>• accounted for properly in Cellfie’s books and records; and</li> <li>• fully documented and supported by receipts and corresponding paperwork, including—where possible—the names of each recipient of a Gift or each person in attendance during Hospitality.</li> </ul>

If you have any inquiries regarding the scope and applicability of these principles, we ask that you contact Cellfie’s Ethics & Compliance Office at [compliance@beeline.ge](mailto:compliance@beeline.ge).

Thank you for your help.

Yours sincerely,

[Name of the Ethics & Compliance Officer or manager sending the letter]



**APPENDIX B – GIFTS & HOSPITALITY REQUEST FORM**  
**To be completed by requesting Cellfie Personnel**

1.	Requestor’s Name, Title, and Contact Information:
2.	Requestor’s Manager Name and Contact Information
3.	Detailed description of proposed or received Gift or Hospitality, including the <b>date</b> when the Gift or Hospitality is to be received or provided.
4.	Name, title/position, company/organization of all individuals to receive Gift and Hospitality. Include the names of all who will be attending from Cellfie and the other side if Hospitality.
5.	Is the proposed recipient or provider a Government Official or closely related to a Government Official or Cellfie Personnel? If so, explain title, role, and any connection to Cellfie business.
6.	Location of requesting person and of proposed Gift or Hospitality, if different.
7.	Value (in US\$) (specific per person expense(s) to be incurred).
8.	Business purpose for proposed Gift or Hospitality.
9.	List any pending or upcoming bid, tender or procurement activity associated with recipient that you are aware of.
10.	Cellfie’s relationship with the proposed recipients, including any pending business (e.g., pending license application before a government agency, current agent, prospective customer, etc.) or existing contractual obligations (e.g., required site visit) that you are aware of.
11.	Anticipated method of payment of Gift or Hospitality to be provided (e.g., credit card, wire transfer, etc.).
12.	If a proposed recipient received Gift or Hospitality from the requesting Cellfie Personnel over the last 12 months, describe that Gift or Hospitality, including dates, locations, and costs.





13.	If the Gift or Hospitality has been proposed or requested by an outside party, state how and by whom (i.e., name, title/position, and company/organization).	
14.	State any other relevant facts and attach any relevant documentation, event agenda, image (of Gifts), etc.	
<b>Requested by (information about the Cellfie Personnel):</b>		
Name:	Job Title:	Signature:
<b>To be completed by relevant Ethics &amp; Compliance Office:</b>		
Approved <input type="checkbox"/> Not approved <input type="checkbox"/>		
Reason:		
Name:	Job Title:	Signature:



## APPENDIX C: SAMPLE LETTERS FOR DECLINING HOSPITALITY / RETURNING GIFTS

### A. Declining an Invitation

Dear [recipient's name here]

Thank you for your kind invitation to [*insert event name here*]. We very much appreciate working with you. You are a valued [customer, client, contact, supplier etc.]. However, Cellfie has a policy on gifts and hospitality which does not allow me to accept your kind hospitality in this instance so [I]/[we] cannot accept your invitation.

[I]/[We] trust you will understand the position and why we have these rules, and I look forward to working with you in the future.

Sincerely,  
[your name]

### B. Returning a Gift

Dear [recipient's name here]

Thank you for your kind gift. [I]/[we] very much appreciate working with you. You are a valued [customer, client, contact, supplier etc.]. However, Cellfie has a policy on gifts and entertainment which does not allow me to accept gifts of this value/under these circumstances. [I]/[we] must therefore return your kind gift, which is enclosed.

[I]/[We] trust you will understand our position and why we have these rules, and I look forward to working with you in the future.

Sincerely,  
[your name]



#### **APPENDIX D: Exemptions from reporting, approval, and registration**

The following are exempted from reporting, approval, and registration requirements of this Policy:

- Offerings under properly documented and implemented local Free or Discounted Golden Numbers, Free Test Services, Free or Discounted Services, or Free or Discounted Devices processes.
- Free or Discounted Golden Numbers, Free or Discounted Services, Free or Discounted Devices and Free Test Services provided under an arm's length written contract, provided for a limited trial period in preparation for a possible contract under a local product policy or commercialisation plan, or provided to any external party as required by law or regulation for technical testing purposes, provided they have:
  - (i) a reasonable monthly usage limit, (ii) a period of validity that is no longer than necessary in order to satisfy the approved purpose of the services, and (iii) an expiration date that is no longer than one year from the date of activation. After expiration of a period of validity justification and approvals must be renewed or the services should be deactivated.
- Legitimate promotion, demonstration, marketing, and brand-building campaigns that include giving Gifts or Hospitality to customers, suppliers, or others (collectively promotional Gifts or Hospitality). Bulk approvals are permitted. The company should reflect in their local processes how to manage when promotional Gifts and Hospitality may be given to a mix of Government Officials and non-government persons.
- Anything of Value explicitly provided for in a written contract that complies with the principles of this Policy, including published and approved loyalty programs, push activation campaigns, commercial programs, and incentive programs with distributors and other commercial partners to reward individual performance against sales targets.
- Anything of Value provided under a written agreement that complies with this Policy to provide reasonable compensation to customers for interruptions of service, mistakes, or other service issues.



**Appendix E: Sample Request Form for Social Investments**

**To be completed by Requesting Party:**

<b>Reference No.</b>		<b>Date:</b>	
<b>Background Information</b>			
1. Please describe the proposed Social Investment:			
2. Please describe the amount of the proposed Social Investment:			
3. Is the request repetitive over time or a one-time investment?			
4. How did the request for the Social Investment originate? Did someone request or suggest the contribution or recipient? (If yes, please explain fully)			
5. Is there a written request for the Social Investment?	Yes <input type="checkbox"/> No <input type="checkbox"/>		
	(If Yes, please attach a copy of the written request to this form; If No, please explain below):		
6. Is the Social Investment being requested based on a pre-defined strategy/plan and earmarked in the Company's budget?	Yes <input type="checkbox"/> No <input type="checkbox"/>		
7. Is Cellfie presently engaged in contract negotiations regarding future business with any entity/individual associated with the Social Investment?	Yes <input type="checkbox"/> No <input type="checkbox"/>		
<b>Purpose</b>			
1. Please provide the full legal name of the entity to whom the Social Investment will be paid and describe the proposed recipient.			



<p>2. Is this organization or entity a registered not-for-profit organization? If so, please attach any documents or forms demonstrating its not-for-profit status.</p>	
<p>3. The following representative of the organization or entity may be contacted regarding the Social Investment:</p>	
<p>4. Please describe how the Social Investment fits within the Company's Corporate Citizenship strategy.</p>	
<p>5. Describe how Cellfie will obtain long-term benefit from the Social Investment, including how such benefit can be measured.</p>	
<p><b>Social Investment Detailed Information</b></p>	
<p>1. Is this a monetary contribution?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If Yes, please identify the method of payment (e.g., cash, check, wire transfer) and describe <i>fully</i> how the contribution will be used):</p>
<p>2. Will the Social Investment be made in in-kind services or goods?</p> <p>a. If Yes, please describe.</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If No, please proceed to next question)</p>
<p>3. Will the Social Investment be made directly to the recipient organization?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p>
<p>4. Name any additional parties that will be involved with the Social Investment, including: their role in the transaction, services to be provided by the third party, and whether an outside party requested the third party.</p>	
<p>5. Has Cellfie made any Social Investments to this entity in the past?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If Yes, please describe):</p>



6. Is this entity in any way connected or affiliated with a person with whom, or company with which, Cellfie does business?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe any such connection or affiliation):
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**Connection to Government**

1. Is this entity in any way connected or affiliated with the government of any jurisdiction in which Cellfie does business, a Government Official, or a Relative of a Government Official?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe any such connection or affiliation)
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2. Will the contribution personally benefit a Government Official or a Relative of a Government Official?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe the benefit, list the name of the Government Official or Relative, and provide any other relevant information):
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3. Does local law or regulation permit the proposed Social Investment?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If No, please explain fully. How did you reach this conclusion? Was there any consultation with local counsel regarding the Social Investment?):
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4. Please provide any other details you believe are important:	
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**Requested by:**

Name:	Job Title:	Signature:
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**Approved by:**

Name:	(HEAD of PR)	Signature:
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Name:	(CEO)	Signature:
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Name:	(CECO )	Signature:
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Name:		Signature:
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Name:	(If above USD \$50,000, BRC Chairman)	Signature:
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**Appendix F: Sample Request Form for Charitable Contributions**

**To be completed by Requesting Party:**

<b>Reference No.</b>		<b>Date:</b>	
<b>Background Information</b>			
1. Please describe the proposed Charitable Contribution, including the name of the entity and whether it is a non-profit organization:			
2. Please describe the event that prompted the request for a Charitable Contribution (e.g., hurricane, flood):			
3. Please describe the location that will benefit from the Charitable Contribution:			
4. Please describe the amount of the proposed Charitable Contribution:			
5. Did someone request or suggest the Charitable Contribution or recipient? (If yes, please explain fully)			
6. Is there a written request for the Charitable Contribution?	Yes <input type="checkbox"/> No <input type="checkbox"/>		
	(If Yes, please attach a copy of the written request to this form; If No, please explain below):		
7. Is Cellfie presently engaged in contract negotiations regarding future business with any entity/individual associated with the Charitable Contribution?	Yes <input type="checkbox"/> No <input type="checkbox"/>		
<b>Purpose</b>			
1. Please provide the full legal name of the entity to whom the Charitable Contribution will be made and describe the proposed recipient.			





<p>2. Is the organization or entity a registered not-for-profit organization? If so, please attach any documents or forms demonstrating its not-for-profit status.</p>	
<p>3. The following representative of the organization or entity may be contacted regarding the Charitable Contribution:</p>	
<p>4. Please describe how the Charitable Contribution will be used and why it is important for Cellfie to make the requested Charitable Contribution.</p>	
<p><b>Charitable Contribution Detailed Information</b></p>	
<p>1. Is this a monetary contribution?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If Yes, please identify the method of payment (e.g., cash, check, wire transfer) and describe <i>fully</i> how the contribution will be used):</p>
<p>2. Will the Charitable Contribution be made directly to the recipient organization?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p>
<p>3. Name any additional parties that will be involved with the Charitable Contribution, including: their role in the transaction, services to be provided by the third party, and whether an outside party requested the third party.</p>	
<p>4. Has Cellfie made any Charitable Contribution to this entity in the past?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If Yes, please describe):</p>
<p>5. Is this entity in any way connected or affiliated with a person with whom, or company with which, Cellfie does business?</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>(If Yes, please describe any such connection or affiliation):</p>
<p><b>Connection to Government</b></p>	
<p>1. Is this entity in any way connected or affiliated with the government of any</p>	<p style="text-align: right;">Yes <input type="checkbox"/> No <input type="checkbox"/></p>



jurisdiction in which Cellfie does business, a Government Official, or a Relative of a Government Official?	(If Yes, please describe any such connection or affiliation)	
2. Will the Charitable Contribution personally benefit a Government Official or a Relative of a Government Official?	<p style="text-align: center;">Yes <input type="checkbox"/> No <input type="checkbox"/></p> (If Yes, please describe the benefit, list the name of the Government Official or Relative, and provide any other relevant information):	
3. Please provide any other details you believe are important:		
<b>Requested by:</b>		
Name:	Job Title:	Signature:
<b>Approved by:</b>		
Name:	(Head of PR)	Signature:
Name:	(CEO)	Signature:
Name:	(CECO )	Signature:
Name		Signature:
Name:	(If above USD \$50,000, BRC Chairman)	Signature:
Name:		Signature



## **APPENDIX G: Sample Social Investment, Charitable Contribution, and Commercial Sponsorship Red Flags**

With any Social Investment, Charitable Contribution, or Commercial Sponsorship, there is a risk that funds may be misused or diverted improperly to personally benefit a Government Official or another party, which can create reputational, legal, and financial harm to the Cellfie. There are certain situations that can suggest a risk of diversion, for which greater scrutiny of the Social Investment, Charitable Contribution, or Commercial Sponsorship request is warranted. Any risks associated with identified red flags must be eliminated or sufficiently mitigated before proceeding with a Social Investment, Charitable Contribution, or Commercial Sponsorship. **Red flags must be considered “material” for purposes of the company, and the associated request, therefore, presented to the BRC.** Examples of red flags include, but are not limited to:

- Cellfie currently has a business relationship or negotiations or applications pending with the entity (or a principal thereof) that requests the Social Investment, Charitable Contribution, or Commercial Sponsorship or that will be the beneficiary of the Social Investment, Charitable Contribution, or Commercial Sponsorship
- requests are made by a Government Official whose responsibilities may affect Cellfie
- requests are made by a Government Official or a Closely-Related Person who has business relationships with the Cellfie, such as joint venture arrangements or partnerships
- the request is on an unjustifiably expedited basis
- it is suggested that the Social Investment, Charitable Contribution, or Commercial Sponsorship is necessary to win or retain business or receive any other business benefit (such as a regulatory approval or change)
- a specific third party is suggested or required to participate in Social Investment, Charitable Contribution, or Commercial Sponsorship
- the request is made orally, and the recipient does not want to issue a written request
- there is no paper trail for the Social Investment, Charitable Contribution, or Commercial Sponsorship
- there is no, or limited, transparency into how the Social Investment, Charitable Contribution, or Commercial Sponsorship will be used
- cash (actual currency) contributions are requested
- payment is requested to be made to two or more accounts or any off-shore accounts (especially if unrelated to the apparent beneficiary)
- the Social Investment, Charitable Contribution, or Commercial Sponsorship seems unrelated to the Cellfie’s business or corporate citizenship or marketing strategies
- the Social Investment, Charitable Contribution, or Commercial Sponsorship is poorly defined or unduly vague (e.g., "improve lives of children")
- the recipient is unwilling to enter a formal agreement, when required by this Policy or local process
- there is a conflict of interest



## Appendix H: Sample Request Form for Commercial Sponsorships

To be completed by Requesting Party:

Reference No.		Date	
<b>Background Information</b>			
1. Please describe the proposed Commercial Sponsorship, including the date and venue of the event or the nature of the sponsorship costs.			
2. Please describe the amount of the proposed Commercial Sponsorship.			
3. Is the request repetitive over time or a one-time sponsorship?			
4. How did the request for the Commercial Sponsorship originate? Did someone request or suggest the sponsorship or recipient? (If yes, please explain fully).			
5. If someone requested the Commercial Sponsorship, is the requesting party in any way connected or affiliated with Cellfie, a Cellfie employee or a person or a company with which any Cellfie company does business?			
6. Is there a written request for the Commercial Sponsorship?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please attach a copy of the written request to this form; If No, please explain below):		
7. Is the Commercial Sponsorship being requested based on a pre-defined strategy/plan and earmarked in the Company's budget?	Yes <input type="checkbox"/> No <input type="checkbox"/>		



<p>8. Is Cellfie presently engaged in contract negotiations regarding future business or any other business or regulatory discussions with any entity/individual associated with the Commercial Sponsorship?</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/></p>
<p><b>Purpose</b></p>	
<p>1. Please provide the full legal name of the party to whom the Commercial Sponsorship will be provided and describe the proposed recipient. Is the party in any way connected or affiliated with Cellfie, a Cellfie employee or person or a company with which any Cellfie company does business?</p>	
<p>2. Please describe the business reasons and the purpose of the Commercial Sponsorship.</p>	
<p>3. Please describe how the Commercial Sponsorship fits within the Company's operational model.</p>	
<p>4. Describe how Cellfie will benefit from the Commercial Sponsorship, including how such benefit can be measured.</p>	
<p>5. Please provide considerations regarding how the Commercial Sponsorship will be the best fit for commercial benefit, including all calculations in support and benchmarking data related to alternatives.</p>	
<p><b>Commercial Sponsorship Detailed Information</b></p>	
<p>1. Is this a monetary contribution?</p>	<p>Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please identify the method of payment (e.g., cash,</p>



	check, wire transfer) and describe <i>fully</i> how the contribution will be used)
2. Will the Commercial Sponsorship be made directly to the recipient organization?	Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Name any additional parties (e.g. intermediaries) that will be involved with the Commercial Sponsorship, including their role in the transaction, services to be provided by the third party, and whether an outside party requested the third party.	
4. Has Cellfie been involved in a Commercial Sponsorship of this entity in the past 5 years?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe):
5. Is this entity in any way connected to or affiliated with a person with whom, or company with which, any Cellfie company does business?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe any such connection or affiliation):
6. Who from Cellfie will attend the proposed event (if applicable)? If not an event, what Cellfie Personnel will be involved in the announcement and implementation of the sponsorship and its goals?	
7. As far as permitted under applicable data protection rules, identify the person(s) at the Commercial Sponsorship beneficiary or recipient who may be contacted regarding the Commercial Sponsorship. Provide name, title, telephone number, and email address.	



<b>Connection to Government</b>		
5. Is the Commercial Sponsorship beneficiary or recipient in any way connected or affiliated with the government, a Government Official, or an immediate relative of a Government Official of any jurisdiction in which any Cellfie company does business?	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe any such connection or affiliation)	
6. Will the Commercial Sponsorship personally benefit a Government Official or an immediate relative of a Government Official	Yes <input type="checkbox"/> No <input type="checkbox"/> (If Yes, please describe the benefit, list the name of the Government Official or relative, and provide any other relevant information)	
7. Please provide any additional details you believe are relevant.		
<b>Requested by:</b>		
Name:	Job Title:	Signature/ Signing date:
<b>Approved by:</b>		
Name:	Business approver	Signature/ Signing date:
Name:	Chief Ethics and Compliance Officer	Signature/Signing date:
Name:	(If above USD \$50,000, BRC Chairman)	Signature/Signing date: