



Code of Ethics

Policy Statement

This Code of Ethics sets the standards for which employees and contractors of Spark New Zealand Limited and its subsidiaries ("Spark New Zealand") are expected to conduct their work life. This framework has been approved by the Board.

Background

A Code of Ethics will generally not prescribe an exhaustive list of acceptable and non-acceptable behaviour but provide a framework to facilitate decisions that are consistent with Spark New Zealand's Values, business goals and legal and policy obligations thereby enhancing performance outcomes. Spark New Zealand people must be familiar with [Spark New Zealand's Values](#), as they govern their behaviour while they are employed by Spark New Zealand.

Accountability

All Spark New Zealand people are expected to work in accordance with these standards of ethical and professional conduct.

Failure to follow the standards provided in this Code will result in the appropriate

staff management practices being invoked. This may lead to disciplinary action including dismissal.

Core Principles

Conflicts of Interest

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with Spark New Zealand's interests. Spark New Zealand expects its people to act in Spark New Zealand's best interests at all times.

Spark New Zealand people will not without the prior written consent of Spark New Zealand:

- Engage in any other business or commercial activities which may conflict with their ability to perform their duties to Spark New Zealand;
- Support a political party or organisation other than in a personal capacity;
- Be directly or indirectly interested or concerned in any capacity including as a material shareholder (ie. a shareholder who holds more than 25% of the shares), or as a director, employee, independent contractor with any other business in the telecommunications/ internet industry;

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- Engage in any procurement activities where the Spark New Zealand person has a commercial or personal interest in the supplier/vendor without disclosing those interests; and
- Engage in any other activity which could conflict with Spark New Zealand's interests.

Gifts

"Gifts" and "personal benefits" can include accommodation, goods, services, discounts, special terms on loans and so on. See the Spark New Zealand guidelines on the acceptance of gifts for further information regarding employee obligations.

Spark New Zealand people will not accept gifts or personal benefits of any value from internal or external parties if it could be perceived this could compromise or influence any decision by Spark New Zealand taking into account the perceptions of key stakeholders.

Corporate Opportunities

Spark New Zealand expects its people to advance its legitimate interests when the opportunity to do so arises.

Spark New Zealand people will not:

- Take any opportunity discovered through the use of Spark New Zealand property, information or position for themselves;
- Use Spark New Zealand property

(including Spark New Zealand's name or the name of any Spark New Zealand subsidiary), information or position for personal gain;

- Compete with Spark New Zealand or any Spark New Zealand subsidiary; and
- Trade in shares, or any other kind of property, based on knowledge that comes from their roles if that information has not been reported publicly and abide by Spark New Zealand's [Insider Trading Policy](#) at all times when trading in Spark New Zealand shares.

Confidentiality

Spark New Zealand, our customers, suppliers, and other stakeholders entrust us daily with their confidential communications and information.

Confidential information includes all information not in the public domain that has come to a Spark New Zealand person's knowledge by virtue of working for Spark New Zealand.

Spark New Zealand people will maintain and protect the confidentiality of information entrusted to Spark New Zealand about customers, work colleagues, suppliers, stakeholders and Spark New Zealand's business and financial affairs, except where disclosure is essential to the discharge of their

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duties or required by law.

These confidentiality obligations will take into account those obligations explicitly imposed on Spark New Zealand including those prescribed by the Privacy Act.

Spark New Zealand people will ensure they have followed appropriate business unit protocols or taken appropriate advice from legal and compliance advisers prior to disclosing confidential information.

Behaviours

The actions and statements of Spark New Zealand people, whether to customers, suppliers, competitors, or employees, can impact on the way people see Spark New Zealand and whether they choose to do business with us.

Spark New Zealand people will:

- Undertake their duties in accordance with Spark New Zealand's Values;
- Conduct themselves in a way that demonstrates that their honesty and integrity is beyond question;
- Conduct themselves in a professional manner that upholds and strengthens the image and reputation of Spark New Zealand;
- Deal fairly and honestly with Spark New Zealand's people, professional advisors, customers, and suppliers;

- Not enter into transactions or make promises on behalf of Spark New Zealand that Spark New Zealand does not intend to honour;
- Undertake their duties with care and diligence;
- Ensure that any personal opinions Spark New Zealand people express are clearly identified as their own and are not represented to be the views of Spark New Zealand;
- Value individuals' differences and treat people with respect in accordance with Spark New Zealand's Equal Employment Opportunities and Anti-Harassment and Discrimination Policies;
- To the best of their ability, use reasonable endeavours to ensure that Spark New Zealand's systems, records and documents, including financial reports, are true, correct and conform to Spark New Zealand's reporting standards and internal controls; Not accept or offer bribes or improper inducements to or from anyone; and Act in the spirit of Spark New Zealand's [Code of Behaviours](#):
 - *Be inspired by our customers:* they are the reason we are in business. If in doubt, ask "is it the right thing to do by our customers?"
 - *Be proud of the company:* it generates our livelihood. Buy and use Spark products and services, take the time to

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understand what we do, publicly advocate for the Company, and respond positively to customer enquiries.

- *Act like you own the business:* treat each other and every dollar as if it were your own, live within constraints and make smart choices.
- *Call it out:* when you see others positively living up to what we are trying to do, call it out. Equally, if others are not honouring what we are trying to do, call it out too - it's how we stay on track.
- *Take personal responsibility:* we are all in this together, and treating each other in a respectful manner makes Spark a great place to work.
- *Be safe:* take all reasonable precautions while at work to ensure your own safety, and the safety of your colleagues and the public.

Meet the needs of key stakeholders

Spark New Zealand people have regard to the needs of key stakeholders including Spark New Zealand's shareholders, customers, suppliers, central and local Government, the Commerce Commission and industry bodies.

Spark New Zealand people will:

- Be committed to delivering

shareholder value, through efficient operation, effective communication and clear risk management practices;

- Maintain high standards of service and product quality;
- Not behave in any way, or promulgate any information that is deceptive, misleading or otherwise unfair; and
- Ensure that Spark New Zealand does not engage in behaviour that violates the principles of fair competition.

Proper use of Spark New Zealand's Assets and Information

Spark New Zealand people are required to protect Spark New Zealand's assets from loss, damage, misuse, waste and theft. Spark New Zealand's assets include company property assigned to Spark New Zealand people, systems, information, intellectual property and networks.

Spark New Zealand people will:

- Only use Spark New Zealand's assets for lawful business purposes or as authorised by Spark New Zealand as reasonable personal use for a specific asset class; and
- Only create, and only retain, information and communications required for business needs or to meet legal obligations in accordance with Spark New Zealand's Information Management Policy.

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Compliance with Laws and Policies

Spark New Zealand people will:

- Familiarise themselves with and comply with all of the Company's policies and all other codes, frameworks and processes at all times (including those relating to the Legal and Compliance, Fraud, equal employment opportunities and health and safety);
- Abide by the laws, rules and regulations of the countries in which they are operating;
- Undertake training on legal obligations and policies as required by their manager; and
- Comply with all statutory and internal disclosure requirements on a timely basis.

Delegated Authority

The Spark New Zealand Board of Directors delegates the responsibility of managing the business and affairs of Spark New Zealand to the Managing Director. The Managing Director in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. The rules that govern this system are the Delegated Authority framework.

Spark New Zealand people will:

- Only act within the Delegated Authority framework and any authority that may be specifically given to them as a Delegated Authority holder; and
- Ask their manager if they are uncertain as to their Delegated Authority level of authority.

Reporting Concerns

Spark New Zealand has Reporting a Compliance Issue or Incident procedures for the reporting of any alleged breach of the Spark New Zealand Code of Ethics, a legal obligation or any other Spark New Zealand Policy. Spark New Zealand also has specific financial compliance escalation procedures for the reporting of any breach of any accounting, internal control or auditing procedure.

If you become aware of any alleged breach outlined above, you are responsible for reporting it to your manager. If this is not appropriate in the circumstances, you should report the breach to:

- your manager's manager;
- the Company's Group Compliance team;
- The Company's Human Resources team; or
- The Whistleblower / Fraud Helpline - 0800 688 369.

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Roles and Responsibilities

The responsibilities of specific groups are:

Managing Director and Leadership Team

Support the adoption of an adherence to this policy and underlying core policies.

Human Resources Team

Respond to alleged breaches of the Code of Ethics or Human Resources functional policies and direct investigation resources, training or disciplinary actions as required.

Fraud Team

Undertake investigations at the direction of the Human Resources team for cases of suspected non-compliance with Core Policies or Human Resources functional policies.

Group Compliance and BU Compliance Teams

Support Group HR and/or Fraud with investigation resources, training or awareness, and remediation actions as required.

Managers

Familiarity with the code of ethics, compliance responsibilities, implementation of procedures and processes to ensure compliance. Reporting compliance issues or

incidents mechanism through normal HR channels.

All Spark New Zealand Employees

Awareness of Spark New Zealand's compliance framework, processes and tools. Adherence to this Policy.

Ownership

This policy is owned by the Spark New Zealand Group HR Director and will be updated annually or as needed.

Publishing Date

November 2016