



Spark New Zealand Code of Ethics

Updated May 2023



At Spark, our purpose is to help all of New Zealand win big in a digital world: awhinatia ngā tangata katoa o Aotearoa, kia matomato te tipu i te ao matihiko. Conducting ourselves with integrity in an open, ethical and honest way is vital to realising that ambition. It's also part of what makes us proud to work at Spark.

This Code of Ethics has been endorsed by the Spark Board and sets out the standards that they apply to themselves and expect from all Spark people, including me. Applying these behaviours promotes trust and creates a great workplace we can all enjoy working in, knowing we are doing the right thing by our shareholders, customers, business partners and other stakeholders. It is good for New Zealand. And it's the right thing to do.

I encourage you to read this Code and refer to it regularly. Each of us are responsible for upholding these standards. And remember - you are working at Spark because Spark backs you and counts on you to make the best call and the right call.

Jolie Hodson

Chief Executive

Contents

- Introduction..... 4
- Doing the right thing every day 4
- Our values..... 5
 - We Connect – Tūhono 5
 - We Are Bold – Māia..... 5
 - We Empower – Whakamana 5
 - We Succeed Together – Matomato..... 5
- Behaviours - how we turn up at work every day 5
 - Be inspired by our customers..... 5
 - Be proud of the company..... 5
 - Act like you own the business 5
 - Call it out! 5
 - Take personal responsibility..... 5
 - Be safe 6
- Decision making..... 6
 - Whose call is it?..... 6
 - Making the right call..... 6
- Situation specific guidance 7
 - Conflicts of interest 7
 - Approval of outside employment..... 7
- The law: work within the boundaries..... 8
 - Buying and selling shares 9
 - Continuous Disclosure 9
 - Play fair 9
 - Customer privacy..... 10
- Bribes and kickbacks..... 11
 - Gifts and hospitality..... 11
- Spark’s property, information and resources 11

2

Protection	12
Personal use	12
Information management	12
Reporting concerns.....	13
Additional options	13

Introduction

The Code provides a framework for working at Spark New Zealand Limited and its related companies (**Spark**) in a way that is consistent with Spark's values and standards. It provides guidance on decision making and some known risk areas. However, this Code does not provide an exhaustive list. Instead Spark expects and relies on every Spark person to exercise their good judgement and to consider what's the right thing to do.

All Spark people, including employees, contractors and directors, are expected to be familiar with and follow this Code, as well as Spark policies and guidelines. Failure to do so can have serious consequences for Spark and for individuals, including possible disciplinary action.

It's important that we hold each other accountable for following this Code. If you think there has been a breach of the Code or Spark policies, speak up and report it using the Honesty Box.

If you're unsure about anything or have concerns, talk to your people leader or the Head of Digital Trust.

See

Essential Policies

Honesty Box

Doing the right thing every day

Spark people are expected to not just comply with the law but to act professionally, ethically and responsibly always as they deliver customer outcomes, contribute to the community and create shareholder value. When performing your responsibilities at Spark:

- apply Spark's Values and Behaviours
- value diversity and inclusion, and treat all people with respect and dignity
- operate efficiently, communicate effectively and apply robust risk management practices
- maintain high product quality and service standards
- conduct yourself in a way that demonstrates your honesty and integrity is beyond question
- always act in the best interests of Spark, taking account the interests of its shareholders and other stakeholders
- conduct yourself professionally and undertake your responsibilities with appropriate skill, care and diligence
- value individuals' differences and opinions and treat all people with respect
- deal fairly and honestly with all people and organisations
- don't enter into transactions or make promises on Spark's behalf that Spark is not able to or does not intend to honour
- don't use Spark property (including Spark's name), information or position for personal gain
- don't take any opportunity discovered through the use of Spark property, information or position for yourself

- clearly represent your personal opinions as your own and not the views of Spark
- only deal with business partners who demonstrate similar ethical and responsible business practices.

Our values

<p>We Connect – Tūhono</p> <p>Connection is at the heart of everything we do.</p> <p>We listen to and care about our customers, our communities and each other.</p> <p>We connect with Spark’s purpose and act with intent.</p>	<p>We Are Bold – Māia</p> <p>We’re not afraid to take ownership and get stuff done.</p> <p>We’re straight up and we make an impact now.</p> <p>We have the courage and commitment to think big, be visionary and deliver today.</p>
<p>We Empower – Whakamana</p> <p>We’ve got each other’s back.</p> <p>We empower our people to enable the communities we serve.</p> <p>We inspire everyone to reach their full potential and to speak up about what’s important.</p>	<p>We Succeed Together – Matomato</p> <p>We work hard to shape a better future.</p> <p>We celebrate success with humility, learn from failure and grow.</p> <p>We embrace diversity, making our business and all of New Zealand successful.</p>

Behaviours - how we turn up at work every day

Be inspired by our customers

They are the reason we are in business. If in doubt, ask “is it the right thing to do for our customers?”

Be proud of the company.

It generates our livelihood. Buy and use Spark products and services, take the time to understand what we do, publicly advocate for the company, and respond to customer enquiries.

Act like you own the business

Treat each 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 that 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.

Decision making

Whose call is it?

When decisions involve commitments to external parties e.g. signing a contract, paying money, accepting a risk, the decision rights set out in Spark's Empowerment Framework must be followed, including requirements to:

- only make decisions required to deliver your OKRs and KPIs within allocated QBR resourced and financial allocations;
- consult;
- understand and follow Spark's Empowerment Framework and Policies;
- commit to and embed Spark Agile ways of working which emphasise trust, transparency and collaboration; and
- hold ourselves accountable for assessing all decision benefits and risks, and for decision outcomes.

See

Empowerment Framework

Making the right call

You will often need to make choices on matters that may not be covered in this Code and Spark is relying on you to exercise good judgment.

As you make choices and decisions in your work, particularly for new initiatives, ask yourself:

- Is it legal?
- Is it the right thing to do?
- Is it consistent with this Code, Spark's values, behaviours and policies?
- Does it make me feel uneasy?
- How would I feel if my peers or other Spark staff knew?
- Would I feel comfortable reading about it if it was published online? Could it harm me, my colleagues or customers or others, directly or indirectly?
- Would I be comfortable explaining what I've done to members of my family?
- Could it compromise my objectivity and/or my integrity?

Use good judgement and common sense together with this checklist and Code and Spark policies to shape your thinking. If you're still not sure, discuss it with a trusted colleague.

Warning signs

You'd be wise to rethink your plans if you're telling yourself things like:

- “Just this once“
- “No one will ever know“
- “This sounds too good to be true“
- “I’ll put it right before anyone else finds out“
- “It doesn’t matter how it gets done as long as it gets done“
- “Everyone does it“
- “No-one will get hurt“

If you’re thinking any of these thoughts, your plans could well create issues for you and for Spark.

Situation specific guidance

Conflicts of interest

Sparks wants all its staff to succeed in both in their personal lives and work lives, but care needs to be taken avoid situations where personal interests could conflict with those of Spark, its shareholders and other stakeholders.

A conflict could occur in a range of situations, including where you:

- have outside employment that has not been approved by Spark
- are involved in a customer’s, supplier’s or competitor’s business, including as an employee, consultant, director or shareholder (although less than 1% of the shares in a listed company is fine)
- hold a position in a government advisory body, political party or association
- take advantage of Spark’s property or information, or your position at Spark, for personal gain
- receive gifts, hospitality and other gratuities in breach of policy (see ‘Gifts and hospitality’ on page 13)
- have or develop a close personal relationship with another employee who you work with directly

If you are unsure whether you have a conflict or not, or how to manage a potential conflict, you should discuss this with your people leader. If a conflict of interest is identified, the Tribe, COE or Channel Delivery Unit Lead and Spark’s Legal Team and HR team as appropriate will consider the issue before discussing your options with you.

Example: Ryan buys goods and services in Spark’s procurement team. Ryan’s family owns an IT company. The family business intends to respond to an RFP Ryan is running for Spark. Ryan has a conflict of interest, because his personal interests in the family business have the potential to conflict with the interests of Spark in selecting a supplier.

Approval of outside employment

We recognise that some employees may want to have other work commitments outside of Spark, whether for financial reasons, voluntary work, family businesses, or for personal development or interest.

You should always be upfront and honest about any outside employment and **seek approval before there is any overlap with your employment by Spark**. Any pre-existing employment that will continue while you are employed by Spark must be disclosed before you join Spark, and any proposed outside employment disclosed to your People Leader before you are committed to it.

In many circumstances, approval may be given, but only if the work does not:

- interfere with your employment with Spark
- result in a real or perceived conflict of interest, or
- reflect unfavourably on Spark.

Approval for outside employment may only be granted the Tribe, COE or Channel Delivery Unit Lead. If Spark considers it necessary, approval may be withdrawn at any time.

Relationships at work

If a close personal relationship develops or exists between employees and one of those employees is a direct report to the other, the employee in the management role must immediately report the relationship to their own manager.

It is also not appropriate for those in a close personal relationship to be in a direct working relationship, where such a relationship could result in favourable treatment, or cause disruption. Depending on the nature of the relationship, Spark may take action to change the working relationship or reporting line, including in some cases transferring one or both employees to another role within the company.

Where a close personal relationship develops between employees who are not in a direct reporting relationship, it is expected that both employees inform their respective people leaders of the relationship and ensure that their relationship does not cause any disruption or other potential conflicts in the workplace.

See

Conflict of Interest Policy

Workplace Relationships Policy

The law: work within the boundaries

At Spark we're committed to achieving our objectives ethically and in full respect of the law. Each of us need to be aware of, understand and meet the legal obligations that apply to our work.

- Don't participate in illegal or unethical activity;
- Report any illegal or unethical activity that you become aware of using the Honesty Box;
- Comply with Spark's Core Policies;
- Complete any compliance training assigned to you; and
- Complete all statutory and internal disclosure requirements on a timely basis.

To clarify those obligations, speak with your people leader or a member of the Legal and Commercial Team. Ignorance of the law is no excuse. And remember, no one may ever ask you to do something illegal, so even if a more senior person instructs you to do so – refuse.

See

Legal Compliance Policy

Legal Compliance site

Honesty Box

Buying and selling shares

While working at Spark you may learn 'inside information' about Spark's business and the business of other companies that we work with. Broadly, 'inside information' is information that is not generally available to the market and that, if it was available, it would be expected to have a material effect on the price of a listed company's shares or other securities.

Spark has an Insider Trading Policy and related guidelines which explain when and how you can safely trade in Spark's shares and bonds. It also explains whether, due to your position at Spark, you are a 'Restricted Person'. If you are, you cannot trade within specified 'blackout periods' and can only trade outside these blackout periods if you've received prior consent from the Company Secretary.

See

Insider Trading Policy, Rules and Guidelines

Continuous Disclosure

Spark is committed to providing timely and accurate disclosure of information likely to affect the price of its shares and other securities, in accordance with its legal and regulatory requirements. Similarly, Spark is obliged to correct any rumours or misinformation in the marketplace, particularly if they arise from credible sources.

This helps to ensure that investors are properly informed and have equal access to information, and plays an important role in promoting fair, orderly and transparent trading.

Any information that is likely to be of interest to investors should be reported to Spark's Company Secretary or its Disclosure Officer in accordance with the Procedures for Implementation of the Disclosure Policy.

See

Disclosure Policy

Procedures for Implementation of the Disclosure Policy

Play fair

Competition is a very important to Spark. New Zealand's Commerce Act encourages competition between businesses by prohibiting anti-competitive behaviour. We must not engage in behaviour that goes against the principle of fair competition. In addition, New Zealand's consumer protection laws safeguard consumers from being misled or deceived by traders. Consumers should be able to make buying decisions based on honest and accurate information. We must not mislead or deceive our customers – or anyone.

- Don't make deals with our competitors about how we compete - we make our business decisions independently of our competitors. In particular, don't discuss or attempt to agree any of the following with competitors:
 - Any aspect of market pricing
 - Ways in which competing bidders will respond to a tender process
 - Geographic areas we will sell products in or customers who we will sell to
 - Restricting the products we will provide to the market

- Don't discuss, trade information, agree or make deals with our competitors about pricing, marketing, promotions, product development, market strategy and intelligence, product launch dates, cost, payment terms, product specific forecasting, network coverage and capabilities, terms and conditions, choice of customers or anything else
- Be fair in your dealings with our competitors (no dirty tricks)
- Only obtain information about competitors in a legal and ethical way
- Don't refuse to supply a customer unless they purchase additional services
- Be straight-up and accurate in describing any aspects of our products and services
- Give customers all the information needed to make a buying decision - what we don't say is as important as what we do say
- Don't hide important information in the small print
- Don't exaggerate or make false claims about our products and services
- Ensure we have evidence to substantiate every claim about our products or services
- Don't make things up
- Don't make promises we are not able to keep
- Ensure comparisons with competitors' products are accurate, fair and complete
- Watch the language you use when talking about competitors, their products and their services. Avoid being emotive or overly negative.

Breaking competition and consumer protection laws can have serious consequences for Spark, and anyone involved. These laws are actively enforced by regulators and breaches can result in heavy financial penalties for both individuals and companies. Please use the reference information below and contact the Legal and Commercial Team for assistance.

See

Commerce Act Golden Rules

Fair Trading Guide

Customer privacy

Our customers live more of their lives than ever before through mobile and other devices connected to our networks and services. Our customers and the New Zealand public value their privacy and trust that we will protect information about them and manage it appropriately in line with their expectations.

Spark is committed to respecting privacy and the personal information that Spark customers entrust to us and enabling Spark customers to safely and easily manage their personal information.

- Handle all personal information appropriately in compliance with the Privacy Act and our customer's expectations.
- Always follow Spark's privacy governance processes and standards for the collection, use and disclosure of personal information.
- Keep personal information secure from unauthorised access by using Spark's security governance processes.

See

Privacy site

Security site

Bribes and kickbacks

Bribery involves offering someone money, benefits or some other thing of value in order to influence them or persuade them or others to do something for you. Spark does not tolerate bribery or corruption in any form, internally or externally - bribes, kickbacks and all forms of improper influence are unethical and strictly prohibited.

Spark does business based on the quality of our people, products and services.

- Never accept (or agree to accept) a bribe, pay-off or kick back
- If someone attempts to bribe you, tell your people leader
- Never offer or suggest a bribe to any party

Giving or receiving small gifts and genuine hospitality is not considered bribery provided it is not intended to have a direct impact on decision making – as explained below

See

Anti-bribery (compliance site)

Anti-Bribery, Corruption and Fraud Policy

Gifts and hospitality

Giving and receiving gifts or hospitality can be normal business practice. However, they can also create a grey area, as receiving gifts or hospitality can make it hard to remain objective about the person giving them and influence decision making.

Spark people are expected to make business decisions in Spark's best interests that are free from bias or outside or personal influence. Keeping to this standard means not accepting gifts or personal benefits where this could (or could be seen to) compromise or influence a decision you make in your work at Spark.

We also don't give gifts and personal benefits if it might be seen that the gift could influence or compromise a decision by a customer, supplier or other stakeholder. Doing so could place the recipient in a difficult position and harm their reputation as well as yours.

Spark has rules about the value and circumstances when gifts may be given or accepted, and when your people leader's approval is required.

See

Acceptance of Gifts and Entertainment Policy

Spark's property, information and resources

Spark's assets include our IP, data sets, information, networks, systems, applications, equipment and buildings. They should:

- only be used for lawful business purposes for Spark's benefit

- not be used for your personal benefit or improper or fraudulent purposes
- be protected from loss, damage, misuse, waste and theft.

Protection

You need to be aware of the value and sensitivity of the assets and information you're responsible for or are entrusted with to do your job. Please be mindful of the security risks to these assets and take measures to protect them accordingly:

- apply Spark's Security frameworks and processes
- try to prevent their damage, alteration, destruction, loss, theft, or unauthorised use
- don't remove sell, lend or donate assets without proper authorisation
- avoid waste

See

Security and Protection Policy

Personal use

We kit you out with all sorts of stuff for your work at Spark. We expect you to protect it as if it were your own. Some personal use is OK if it:

- doesn't interfere with your ability to perform your work
- is in line with Spark policy and applicable laws.

Please remember that:

- all electronic communications made using Spark's information systems are regarded as company records, and may be accessed or monitored by Spark
- offensive material of any kind may not be accessed or stored on Spark systems.

See

Corporate Mobile Policy

Company Property Policy

Acceptable Use of Assets Policy

Information management

Only create, retain and manage information and communications required for business needs or to meet legal obligations in accordance with Spark's Information Management Policy. Use good judgement and business practice when preparing information and business records, to ensure accuracy and completeness.

Confidential information includes any knowledge or facts about Spark, our business or our customers that is not what you would call 'public knowledge'. To protect our confidential information, we need to deal with it be very carefully. We maintain high professional standards and we ask that you treat confidential information with the utmost care and discretion. If you become aware of, or generate, information that can be considered confidential you must not use, record, copy or disclose the information to any other person - unless you are properly authorised to do so for legitimate business purposes or as required by the law. These obligations continue even after you cease to work at Spark.

See

Reporting concerns

Even in organisations that are committed to a high standard of business conduct, issues can arise. If you become aware of a breach or possible breach of this Code, Spark policies or legal obligations, we need you to report it as soon as possible so it can be quickly resolved. This way the right people can act to prevent or minimise any potential harm to Spark people, customers and stakeholders and Spark. Spark's Honesty Box provides an easy online reporting system. You can also contact the Head of Digital Trust directly and anonymously by documenting your concerns (without any identifying information) on paper and mailing the document to the Head of Digital Trust.

All reports must be made in good faith. Acting in good faith and using the correct internal procedures in the first instance gives you the extra protection of the Protected Disclosures (Whistleblower Protection) Act 2022, also known as 'whistleblower legislation'.

If you make a report, we'll endeavour to keep your identity (if you have shared it) confidential. However, there may be instances where investigating the matter properly may indirectly identify you or require your identification.

We'll stand behind you if you report a breach, problem or serious wrongdoing in good faith. Making a false report is not acceptable and may result in disciplinary action.

Additional options

- If you wish to report any **fraudulent activity**, or you suspect fraud of any kind, call the Fraud Services Manager on 0800 688 369 or put it in the Honesty Box.
- report **bullying, harassment or discrimination** to your people leader as soon as possible. If your people leader is not an appropriate person for you to report it to, you can contact the Health and Safety people leader (healthandsafety@spark.co.nz) or report the matter to an alternative leader or person in a senior position that you feel comfortable speaking with.
- The Honesty Box process includes a process for the reporting of potential breaches of any Spark **financial, accounting, internal control or auditing procedures**, including the ability to report anonymously to Spark's Audit and Risk Management Committee. You can also report any issues to the Head of Spark Audit and Risk or the Spark GM Financial Control.
- Our **Health & Safety site** includes reporting processes for reporting
 - pain or discomfort
 - workplace injuries
 - hazards or near misses
 - faulty equipment

See

Honesty Box

Health and Safety