



Spark^{nz}

SUPPLIER

CODE OF CONDUCT

Delivering safety, sustainability,
diversity and fairness in sourcing for
Spark and its customers

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1. Purpose

Spark New Zealand Trading Limited and its related companies (**Spark**) are committed to sourcing products and services from suppliers (**Suppliers**) who provide safe working conditions, treat workers with respect and dignity and conduct business in an environmentally and socially responsible manner.

This Supplier Code of Conduct (**Code**) demonstrates Spark's commitment to advance social, environmental and ethical responsibility in its supply chain. Spark expects its Suppliers to meet or exceed the minimum standards set out in this Code and to fully comply with all applicable laws and regulations when conducting business with Spark. Failure to comply with the standards and provisions in this Code may result in a Supplier being disqualified from supplying further products and services to Spark.

2. Scope

This Code applies to all Suppliers, including their parent, subsidiaries, affiliates and subcontractors, who provide products or services to Spark (**Representatives**).

Suppliers are responsible for communicating this Code to their Representatives, ensuring their compliance with this Code and taking appropriate action to address non-compliance.

3. Standards

3.1 Labour and Human Rights

Suppliers must ensure workers are treated in a manner consistent with international human rights standards, including the UN Universal Declaration of Human Rights, UN Convention on the Rights of the Child and the International Labour Organisation Core Conventions. As a minimum, Suppliers must:

- provide safe and healthy conditions for all workers in the manufacture and supply of products and services and comply with local laws
- have policies that promote equal employment opportunities, and diversity and inclusion including proactive support of diverse and inclusive hiring and promotion practices
- ensure all workers are voluntarily employed, lawfully entitled to work at that location and not under any form of forced, coerced, bonded, indentured or involuntary labour
- not use child labour (a child being any person under 15 years old or under the age for completing compulsory education or under the minimum age for employment under local law, whichever is greatest)
- respect the rights of all workers to associate freely on a voluntary basis, seek representation, join or not join labour unions and bargain collectively as they choose in accordance with local law
- maintain a workplace free of harassment and unlawful discrimination and in any event not engage in or permit discrimination in hiring and employment practices or harassment based on race, ethnicity, age, gender, sex, sexual orientation, gender identity, disability, genetics, pregnancy, religion, political affiliation, union membership or marital status

- pay workers a wage that enables them to live with dignity and participate as active citizens in society
- ensure that workers receive wages and worker benefits that comply with all applicable local laws and are not subject to wage deductions as a disciplinary measure
- ensure that working hours, voluntary overtime work and the granting of leave of any form, comply with all applicable local laws
- respect the privacy rights of all workers, including whenever personal information is collected, stored, used or shared, and with respect to any employee monitoring practices, and
- allow all workers to communicate openly with management regarding working conditions and human rights without fear of reprisal, intimidation or harassment in accordance with local laws and in any event in a manner that respects basic rights of open communication, direct engagement and humane and equitable treatment
- consider risk in their own supply chain. If relevant, publish a Modern Slavery Statement as required to local regulation, and if relevant, have in place their own supplier code of conduct, and processes for managing the responsible sourcing of mined materials used in electronics manufacture, e.g., tantalum, cobalt.

3.2 Health and Safety

The quality of products and services, the consistency of production and workers' morale are enhanced by a safe and healthy work environment. As a minimum, Suppliers must:

- ensure the health and safety of all workers and ensure compliance with all applicable health and safety laws
- develop and maintain sound health and safety management policies, practices and management systems that are designed to promote the health of employees, reduce work-related injuries and illness and ensure the safety and quality of products and services
- make a copy of their health and safety policies available to all workers and provide all workers with appropriate workplace health and safety training, and
- ensure that all Supplier personnel comply with Spark's Supplier Health and Safety Policy whilst at any Spark premises

3.3 Environmental Sustainability

Environmental responsibility is integral to the manufacture and supply of world class products and services. As a minimum, Suppliers must:

- consider their greenhouse gas emissions and take steps to reduce their impact on climate change. This may also include steps to improve energy efficiency, and work in partnership with Spark to support Spark to achieve its own emissions reduction targets.
- maintain and comply with all required environmental permits, approvals and registrations
- minimise waste of all types, including water and energy by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using

- identify and manage chemicals and other materials that might pose a hazard if released to the environment, including ensuring their safe handling, movement, storage, use and disposal
- identify, categorise, monitor and treat waste water and solid waste generated from operations, industrial processes and sanitation facilities prior to discharge or disposal
- identify, categorise, monitor and treat air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations prior to discharge
- adhere to all applicable laws regarding the use of specific substances in products and manufacturing processes, including labelling for recycling and disposal, and
- actively pursue opportunities for continuous improvement and development of process efficiencies in product and service delivery

3.4 Ethical Business Practices

Suppliers must adhere to high standards of moral and ethical conduct, comply with all applicable laws and refrain from engaging in any form of corrupt practices, including anti-competitive activity. As a minimum, Suppliers must:

- handle all business dealings and transactions with the highest standards of integrity, transparency and honesty
- conduct business in accordance with all applicable laws, including those relating to competition, fair trading, privacy, anti-bribery and corruption, anti-money laundering and countering the financing of terrorism
- comply with all applicable insider trading laws when in possession of information about Spark that is not available to the investing public and that could influence an investor's decision to buy or sell shares
- not accept, offer or permit to be accepted or offered; nor offer to Spark or Spark employees; any bribe, kickback, favour, gift, prize, hospitality, entertainment or other means of obtaining or attempting to obtain undue or improper advantage or favourable treatment regarding any business opportunity or product
- respect third party intellectual property rights, including implementing and maintaining appropriate controls to protect Spark's brand and intellectual property against misuse and damage
- adhere to high standards of fair business, advertising and competition, including not engaging in any collusive bidding, price fixing, price discrimination or other unfair trade practices in violation of applicable laws, and
- disclosing any actual, perceived or potential conflict of interest to Spark, including any employee or contractor of Spark who may have a financial or other interest of any kind in the Supplier's business

4. Application

All Suppliers must comply with this Code. The rights, standards and terms set out in this Code are in addition to the terms of any contract between Spark and its Suppliers, and will prevail over those contracts to the extent of any conflict or inconsistency.

As a minimum, Suppliers must:

- meet the standards set out in this Code
- actively review, monitor and update their policies, processes and business operations to ensure consistency with this Code
- implement and maintain policies and processes to maintain whistle-blower confidentiality and protect whistle-blowers from retaliation and victimisation
- promptly notify Spark of any known or suspected improper behaviour by any person relating to the Supplier's dealings with Spark or its personnel, and
- promptly notify Spark of any material breaches to this Code

5. Non-compliance

If Spark considers a Supplier is not complying with this Code, Spark may by written notice:

- advise the Supplier of that non-compliance, in which case the Supplier must remediate the non-compliance to Spark's satisfaction, and
- without any liability to the Supplier, immediately:
 - suspend or cancel the Supplier's supply of any goods or services to Spark, including suspending the payment of any associated invoices, until that non-compliance is remedied to Spark's satisfaction, or
 - terminate any or all of the Supplier's contracts with Spark

The rights set out in this section are in addition to any rights set out in the Supplier's contracts with Spark.

6. Audit

Spark may review and audit the Supplier's compliance with this Code. At Spark's request, the Supplier must provide Spark or its nominated representative with all documentation, information and assistance as reasonably required in connection with such review or audit (including access to any relevant premises, facilities, personnel and systems involved in the performance of Supplier's contract with Spark).

In conducting any audit, Spark will:

- treat any information received by Spark in connection with that audit as confidential information in accordance with Spark's contract with the Supplier
- give the Supplier at least 3 business days' prior written notice, unless a different period is agreed or the nature and severity of potential non-compliance requires a shorter notice period
- conduct any on-site audit activities during normal business hours, in a manner that does not unreasonably disrupt the Supplier's business operations and in accordance with the Supplier's reasonable security requirements

- not audit a Supplier more than once in any 12 month period unless the preceding audit identified a non-compliance, and
- conduct such audits at Spark's cost unless that audit identifies a non-compliance with this Code

The rights set out in this section are in addition to any rights set out in the Supplier's contracts with Spark.

7. Updates

Spark may update this Code by publishing a revised version at www.sparknz.co.nz/about/suppliers or another URL notified to Suppliers for this purpose (**Supplier Portal**). When accepting any order from Spark the latest version of this Code, as published on the Supplier Portal or otherwise notified in writing to the Supplier, will apply. Spark recommends that Suppliers regularly monitor the Supplier Portal for updates to this Code to ensure their ongoing compliance.