



Hyperoptic Business Supplier Code of Conduct

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We are Hyperoptic. And we go beyond the expected.



Contents

Introduction	3
Ethics	3
1. Compliance with laws and regulations	3
2. Business Integrity and Fair Competition.....	3
3. Identification of Concerns	4
4. Privacy and Data Protection.....	4
5. Intellectual Property	4
6. Conflicts of Interest.....	4
Labour	4
1. Freely Chosen Employment	4
2. Child Labour and Young Workers.....	4
3. Non-Discrimination.....	5
4. Fair Treatment.....	5
5. Wages, Benefits and Working Hours	5
6. Freedom of Association	5
Health and Safety.....	5
1. Worker Protection	5
2. Emergency Preparedness and Response	5
3. Hazard Information.....	6
Environment.....	6
1. Resources	6
2. Environmental Authorisations	6
3. Waste and Emissions.....	6
4. Spills and Releases	6
Management Systems.....	7
1. Commitment and Accountability.....	7
2. Legal and Customer Requirements.....	7
3. Risk Management	7
4. Documentation	7
5. Training and Competency	7
6. Continual Improvement	7
Communication and Implementation.....	8
Subcontractor and Supplier Management	8
Assessments and Potential Impacts on Business Relationship with Hyperoptic	8
Supplier’s Compliance with the Code of Conduct	8

Introduction

Hyperoptic Ltd (“**Hyperoptic**”) is a full fibre broadband provider, committed to doing business in an ethical, legal, environmentally and socially responsible way. In turn, we work with similarly minded businesses which supply us with goods and services (“**Suppliers**”) and expect them to operate and conduct their businesses with these same principles at their heart. We strive to continuously improve the sustainability of our operations and encourage our Suppliers to participate in this effort by also adopting sustainable practices in their operations.

Our goal is to work with our Suppliers to ensure that they are fully compliant with this Business Supplier Code of Conduct (“**Code of Conduct**”). To achieve this, we expect our Suppliers to carry out appropriate due diligence on their business operations (including in relation to their employees, agents, temporary workers and subcontractors, as well as on their suppliers and sub-suppliers) and, if necessary, change existing supply chains or processes or implement new ones.

Hyperoptic requires its Suppliers to adhere to the principles, expectations and obligations set out in this Code of Conduct and to review their supply chains to ensure these are also compliant with the same.

Ethics

We expect our Suppliers to conduct their businesses in an ethical manner and act with integrity. This includes the following.

1. Compliance with laws and regulations

Suppliers shall comply with all applicable:

- domestic and international laws and regulations;
- industry, regulatory or governmental standards/guidance and Codes of Practice; and
- all other relevant statutory obligations,

whichever requirements or recommendations impose the highest standards of conduct.

2. Business Integrity and Fair Competition

All corruption, extortion and embezzlement are prohibited. Suppliers shall not pay or accept bribes or participate in other illegal inducements in business or government relationships. Suppliers shall conduct their businesses consistent with fair and vigorous competition and in compliance with all applicable anti-trust laws. Suppliers shall employ fair business practices including accurate and truthful advertising, in compliance with marketing laws, regulations and industry/regulatory guidance (including, in the UK, the CAP Code and related CAP guidance).

3. Identification of Concerns

Suppliers should encourage their workers to report concerns or illegal activities in the workplace without threat of reprisal, intimidation or harassment. Our Suppliers shall investigate and take corrective action if needed.

4. Privacy and Data Protection

Suppliers shall safeguard and make only proper use of confidential information to ensure that the privacy rights of their suppliers, workers and customers are protected. Suppliers shall comply with all applicable data protection laws and regulations.

5. Intellectual Property

Suppliers shall respect the intellectual property of others and shall take appropriate steps to safeguard and maintain confidential and proprietary information or trade secrets of their suppliers and customers and use such information only for the purposes authorised in contractual agreements or as otherwise required by law (subject to any related applicable contractual provisions permitted by law).

6. Conflicts of Interest

Suppliers will disclose to Hyperoptic:

- any situation that may appear to be a conflict of interest; and/or
- where any Hyperoptic employee (or a person/entity connected with such employee) may have an interest of any kind in the relevant Supplier's business or any kind of economic ties with Supplier.

Labour

We expect our Suppliers to be committed to upholding the human rights of workers and to treat them with dignity and respect. This includes the following.

1. Freely Chosen Employment

Suppliers shall not use forced, bonded or indentured labour or involuntary prison labour.

2. Child Labour and Young Workers

Suppliers shall not use child labour. Suppliers shall only employ young workers (below the age of 18 years) in non-hazardous work and even then only when such young workers are at or above the relevant

country's legal age for employment or have completed compulsory education, as prescribed under the laws and regulations of that country.

3. Non-Discrimination

Suppliers shall provide a workplace free of harassment and discrimination. Discrimination for reasons such as race, colour, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not acceptable in any circumstances.

4. Fair Treatment

Suppliers shall provide a workplace free of harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, verbal abuse of workers or any other kind of bullying behaviour, and with no threat of any such treatment.

5. Wages, Benefits and Working Hours

Suppliers shall pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits. Suppliers shall communicate with the worker the basis on which they are being compensated in a timely manner. Suppliers are also expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime.

6. Freedom of Association

Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged. Suppliers shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labour unions, seek representation and join workers' councils. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

Health and Safety

We expect our Suppliers to provide a safe and healthy working environment. This includes the following.

1. Worker Protection

Suppliers shall protect workers from over exposure to viral, chemical, biological and/or physical hazards and ensure that they have the correct equipment and training for any physically demanding tasks or tasks involving hazardous processes or substances, in connection with their work for the Supplier.

2. Emergency Preparedness and Response

Suppliers shall identify and assess emergency situations in the workplace and minimise their impact by implementing emergency plans and response procedures.

3. Hazard Information

Each Supplier shall make available to their workers safety information relating to hazardous materials that such workers may encounter in the course of working for that Supplier, in order to educate and train such workers about, and protect such workers from, such hazards.

Environment

We expect our Suppliers to operate in an environmentally responsible and efficient manner, to minimise adverse impacts on the environment. Our Suppliers are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible and to engage in activities that reuse and recycle. This includes the following.

1. Resources

Suppliers shall minimise their negative impacts on natural resources, including air, land, forests and water as well as ensuring animal welfare. Suppliers shall optimise their resource consumption, including raw materials, water and energy.

2. Environmental Authorisations

Suppliers shall comply with all applicable environmental laws and regulations. All required environmental permits, licences, information registrations, certifications [and restrictions] shall be obtained, and any operational, reporting, auditing and information gathering/record maintenance requirements followed.

3. Waste and Emissions

Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

4. Spills and Releases

Suppliers shall have systems in place to prevent and mitigate accidental spills and releases to the environment.

Management Systems

We expect our Suppliers to use management systems, processes and checks/audits to facilitate continual improvement in ensuring compliance with the expectations, obligations and principles of this Code of Conduct, including in relation to the following.

1. Commitment and Accountability

Suppliers shall demonstrate commitment to the principles, expectations and obligations set out in this Code of Conduct by allocating appropriate resources.

2. Legal and Customer Requirements

Suppliers shall identify and comply with applicable laws, regulations, standards and relevant customer-related requirements.

3. Risk Management

Suppliers shall have mechanisms to determine and manage risks in all areas addressed by this Code of Conduct.

4. Documentation

Suppliers shall maintain the documentation necessary to demonstrate compliance with the Code of Conduct in relation to their own operations. Suppliers shall also maintain documentation on the due diligence processes they carry out in relation to their supply chains, as required under this Code of Conduct. Suppliers shall provide Hyperoptic with this documentation and with any other information demonstrating compliance with this Code of Conduct, within a reasonable time upon Hyperoptic's reasonable request.

5. Training and Competency

Suppliers shall train their management and workers, as appropriate, to be aware of the principles, expectations and obligations in this Code of Conduct.

6. Continual Improvement

Suppliers are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews (as appropriate and proportionate to the size of their organisations) which relate to matters within the scope of this Code of Conduct.

Communication and Implementation

Suppliers shall effectively communicate the content of this Code of Conduct to all their employees, agents, temporary workers and subcontractors. Where their own suppliers are connected to their supply of goods and/or services to Hyperoptic (i.e. are sub-suppliers of Hyperoptic) Suppliers must communicate the Code of Conduct to (and require compliance with its principles, expectations and obligations from) such sub-suppliers. Suppliers shall conduct due diligence to ensure implementation of these requirements.

Subcontractor and Supplier Management

Suppliers shall conduct due diligence on their subcontractors, suppliers and sub-suppliers in order to verify compliance with the Code of Conduct. In so doing, Suppliers shall assess the risk for potential breaches of this Code of Conduct in their own supply chains and implement adequate compliance-monitoring measures based on this risk assessment. If non-compliances are identified, Suppliers shall take necessary improvement measures or cease business with subcontractors, suppliers and sub-suppliers if no improvements can be achieved.

Assessments and Potential Impacts on Business Relationship with Hyperoptic

Hyperoptic reserves the right to conduct (or have its agent or subcontractor conduct) unannounced inspections of Suppliers and their facilities to verify compliance with the Code of Conduct. In addition to any other contractual rights of Hyperoptic, Suppliers' failure to adhere to the Code of Conduct may result in Hyperoptic ceasing to do business with non-compliant Suppliers.

Supplier's Compliance with the Code of Conduct

This Code of Conduct is a Hyperoptic "policy", as referenced in Hyperoptic's standard contracts with Suppliers. Hyperoptic shall assume that every Supplier (whether or not contracting under Hyperoptic's standard contractual terms) is complying with the latest version of this Code of Conduct, except to the extent a Supplier notifies Hyperoptic otherwise. Hyperoptic will review this Code of Conduct on a regular basis and will update it from time to time. The latest version of the Code of Conduct will be on Hyperoptic's website at <https://www.hyperoptic.com/wp-content/uploads/2021/02/CoC2021.pdf>