



**PROCUREMENT AND
CORPORATE RESPONSIBILITY
POLICY FOR SUPPLIERS**

**SPIRIT
ENERGY**

Procurement and Corporate Responsibility

Policy for Suppliers

Spirit Energy Limited, and its affiliate companies, (the “**Company**”) have developed a code of conduct for corporate and procurement responsibility (“**Our Code**”). Our Code is our business commitment to doing the right thing and acting with integrity. We expect our business partners and suppliers (“**Suppliers**”) to adhere to the principles of Our Code wherever they operate around the world. We will engage with our Suppliers to manage the social and environmental impacts of the products and services we procure to ensure that customer experiences and business partnerships are enhanced. Suppliers will share our commitment to doing the right thing and acting with integrity and will operate in a way that is consistent with Our Code. We will monitor performance and take appropriate action where we believe Suppliers do not act consistently with our standards.

Accordingly, our Suppliers are required to comply with the terms of this policy as set out below:

1.1 Code of Conduct

The Supplier confirms that:

- it has a set of business principles or a code of conduct consistent with Our Code, that it applies across its company including subsidiaries and any third parties it uses to provide goods and services to the Company which establishes the minimum standards to which the Supplier will operate; and
- such business principles include a commitment to operate with professionalism and integrity and to manage the social and environmental impact of the Supplier’s business.

1.2 Operating Safely and Securely

The Supplier confirms that it has a robust health and safety management system (“**HSMS**”) in place covering matters that include but are not limited to:

- policy;
- board level accountability;
- risk identification and mitigation;
- competency and training;

- measuring, and reporting; and
- periodic performance review.

The Supplier also confirms that it will not tolerate drugs and alcohol misuse in the workplace.

1.3 Conducting Business with Integrity

The Supplier has not and will not:

- offer, promise or give a financial or other advantage to another person or business with the intention to induce or reward that person to perform improperly a relevant function or activity (“**Bribing**”);
- request, agree to receive or accept a financial advantage for the improper performance of a relevant function or activity (“**Being bribed**”); or
- bribe a foreign public official with the intent to influence the official and obtain or retain business or an advantage in the conduct of business (“**Bribing a foreign public official**”),

and will not tolerate or accept any such behaviour from its suppliers.

The Supplier, therefore, warrants that:

- it has and will comply with all relevant and applicable anti-bribery and corruption legislation;
- it has in place anti-bribery and corruption policies and procedures that apply across its company, including subsidiaries;
- the policy prohibits bribes of any form as described above, including kickback payments and facilitation payments;
- it has not and will not use gifts or donations, politically or otherwise, to influence a stakeholder or business partner to create an improper advantage for themselves or others;
- it will not, in its relationship with the Company (including its employees and contractors), offer excessive gifts, hospitality or donations or seek to obtain an improper business advantage with gifts, hospitality or donations; and
- it is compliant with other relevant legal and regulatory rules and standards, specifically in relation to fraud, trade and economic sanctions, money laundering and other crimes.

The Supplier also confirms that it will compete fairly, and this includes:

- not using or passing insider information for their own or another's benefit;
- dealing with consumers and business partners in a fair, ethical and transparent way and not engage in anti-competitive activity;

- extending, where possible, positive social and environmental impacts beyond its immediate operations; and
- being fair, ethical and transparent in its communications and dealings with its own business partners and other stakeholders affected by its supply chain activities including taking reasonable steps to ensure that it fulfils the payment terms and other conditions agreed with its business partners.

If an event outlined in the lists above occurs, the Supplier confirms that it will promptly inform the Company.

The Supplier shall also ensure that any person associated with it who is performing services or providing goods in connection with the Agreement does so following the satisfactory completion of proportionate, documented due diligence on such person.

1.4 Valuing people

The Supplier confirms that:

- it will recruit people on the basis of the qualifications and individual capabilities needed to do the job;
- it will embrace diversity and not operate any form of discrimination, harassment or bullying in the workplace;
- it will offer fair rewards and recognitions;
- it does not discriminate against any employees on any grounds (including, but not limited to, age, race, religion, disability or gender);
- it does not engage in or support the use of corporal punishment, mental, physical, sexual or verbal abuse and does not use cruel or abusive disciplinary practices in the workplace;
- it pays each employee at least the minimum wage, or a fair representation of the prevailing industry wage, (whichever is the higher) which allows the employee to sustain the essentials for quality of life¹;
- it provides each employee with all legally mandated benefits;
- it complies with the laws on working hours and employment rights in the countries in which it operates; and
- it is respectful of its employees' right to join and form independent trade unions and freedom of association.

¹ Please note that in the United Kingdom, either the current UK Living Wage or the London Living Wage, depending on location, should apply.

1.5 Working Responsibly with Communities and Governments

1.5.1 Engaging in Communities

The Supplier confirms it manages its social and economic impact on local stakeholders and communities. Where the Supplier's activities may have a negative impact on local stakeholders and communities, the Supplier confirms that:

- it has a policy to outline how it manages its social and economic impact on local stakeholders and communities; and
- such policy outlines:
 - when the Supplier will conduct impact assessments;
 - who the Supplier will allow to participate in impact assessments; and
 - where, when and how the impact assessments will be made available.

1.5.2 Respecting Human Rights

Unless otherwise required or prohibited by law, the Supplier confirms that:

- it has taken all appropriate steps to ensure there are no Modern Slavery Practices² in its Supply Chain³
- it provides a safe and healthy workplace, presenting no immediate hazards to its employees;
- any housing provided by the Supplier to its employees is safe and fit for habitation;
- it provides access to clean water, food, and emergency healthcare to its employees in the event of accidents or incidents at the Supplier's workplace;
- it has ethical and human rights policies and an appropriate complaints procedure to deal with any breaches of such policies; and

² "Modern Slavery Practice" encompasses but is not limited to (a) slavery, servitude, forced, compulsory and bonded labour in any form (prison, indentured, bonded or otherwise) or requiring its employees to lodge papers or deposits on starting work (b) child labour (that deprives or would reasonably be expected to deprive, children of their childhood, their potential and/or their dignity, and that is or could reasonably be foreseen to be harmful to their physical or mental development) (c) human trafficking including where victims are coerced, deceived and forced against their free will into providing work or services (d) breaches of the UK's Modern Slavery Act 2015 ("the MSA") and/or (e) practices which breach other similar laws and conventions including but not limited to the International Labour Organisation's Forced Labour Convention 1930 (No. 29) and Protocol.

³ "Supply Chain" means any of the following: tier one contractors, agents, suppliers of goods or services or other parties further down the Supplier's supply chain.

- it does not or has not contributed either directly or indirectly to human rights abuses and/or to the financing of armed conflicts in the manufacturing, sourcing or distribution of goods which contain any minerals mined in conditions of armed conflict.

1.5.3 Managing environmental impact

The Supplier confirms that it understands, manages and reduces its own environmental impact and where possible, will help the Company to meet its environmental goals. With this in mind the Supplier confirms that it has a robust environmental management system in place (can be part of a HSES management system), including but not limited to:

- policy, which includes a commitment to reduce its impact on the environment;
- board level accountability;
- impact and risk identification and mitigation
- competency and training;
- measuring, and reporting; and
- periodic performance review