



**CORPORATE RESPONSIBILITY
AND ANTI-BRIBERY &
CORRUPTION POLICY**

**SPIRIT
ENERGY**

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 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 public official, including foreign public officials, with the intent to influence the official and obtain or retain business or an advantage in the conduct of business ("**Bribing a 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 or contract entered into between the Supplier and Spirit Energy does so following the satisfactory completion of proportionate, documented due diligence on such person.

Section 2 of this document contains Spirit Energy Anti-Bribery & Corruption Policy.

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, gender, political opinion, sexual orientation, marital status and gender identity);
- it supports a culture of equality, diversity and inclusion, paying attention to groups that might be under-represented (including but not limited to women, ethnic and minority, LGBT+ and those with disabilities)
- it encourages its own suppliers to support and promote the creation of a diverse and inclusive workplace where everyone is equal;
- 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;
- 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; 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.

- will take reasonable steps to prevent or remediate any human rights violation and eliminate their main cause including but not limited to modern slavery - if identified within their supply chain to prevent a breach or reoccurrence.

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

The Supplier confirms that it will be responsive to any concerns raised by the Company about the Supplier's own supply chain raised by stakeholders or by our business partners through the Company's procurement and supplier management process.

ANTI-BRIBERY & CORRUPTION POLICY

Spirit Energy's Anti-Bribery Statement

At Spirit Energy Limited and its subsidiaries ('**Spirit Energy**'), we are committed to operating lawfully, ethically and with integrity in all business activities. As part of this commitment, Spirit Energy will not tolerate any form of bribery or corruption in our business or in those we do business with.

Spirit Energy will uphold all anti-bribery and corruption laws and regulations in all the jurisdictions in which we operate. However, as a UK company, Spirit Energy is bound primarily by the UK Bribery Act 2010 in respect of its conduct both at home and abroad. For this reason, the UK Bribery Act 2010 is regarded by Spirit Energy as the minimum legal standard we expect every Spirit Energy entity, business partner and person acting on our behalf to adopt.

Our Code makes clear our commitment to honesty and integrity in all transactions; Spirit Energy would rather walk away from a business opportunity than be involved in any activity that could be construed to be a bribe.

We expect all employees, temporary staff, contractors, counterparties, agents and others associated with Spirit Energy to adopt a similar zero tolerance approach to bribery and corruption.

This statement is endorsed by Spirit Energy's senior executives and board members. We expect that a similar commitment is taken by our business partners to mitigate the risks of bribery and corruption in the UK and overseas.

All forms of bribery are strictly prohibited, including facilitation payments.

2.1 Countering the Risks of Bribery & Corruption

Spirit Energy mitigates bribery risks by adhering to a control framework and maintaining an awareness of higher risk activities to help identify areas of potential concern. This approach is based on a framework outlined by the UK Ministry of Justice and known as 'Adequate Procedures', they are summarised below:

- Risk assessment
- Communication and training
- Tone from the top
- Due Diligence
- Monitoring and review
- Proportionate procedures

We expect UK based businesses to have adopted this approach, documenting their risk-based controls and procedures accordingly. Trading partners based overseas are also encouraged to adopt a similar framework to ensure their governance framework contains suitable bribery prevention measures.

We recommend the following are recorded as risks and managed accordingly with adequate controls:

2.1.1 Third party intermediaries (TPIs)

Many companies use an agent, finder or consultant to help them identify, win or retain business in certain countries in which they operate. TPIs can carry particular bribery risks, often because of personal connections with local officials or the government of that country. TPIs have also been used to facilitate payments of bribes. We expect our business partners to ensure that adequate controls exist to manage this risk.

2.1.2 Public Officials

Public Officials, including foreign public officials, represent a heightened risk of bribery, with public records revealing instances of bribes made or received both in the UK and abroad. Spirit Energy operates controls to mitigate our exposure to this risk, which includes a restriction on the giving or receiving of gifts or hospitality without prior senior management approval and declaration made in Spirit Energy's Conflicts of Interest Register.

2.1.3 Overseas payments

When a bribe is made through a financial institution, this can involve monies going to an overseas jurisdiction with weak financial controls. Many organisations operate in multiple jurisdictions and this creates the legitimate need to make overseas payments. However, particular attention should be paid to transactions in overseas and high-risk jurisdictions.

2.1.4 Sponsorships and donations

Spirit Energy only makes charitable donations which are ethical and legal under local laws and practices.

We do not make payments to political parties, organisations or their representatives. Additionally, no sponsorship or charitable donation will be made if it could be perceived to be a bribe and we have similar expectations of our business partners.

2.1.5 Gifts & Hospitality

Spirit Energy recognises that giving and receiving gifts or hospitality can be part of building normal business relationships or maintaining cordial relations.

The problem arises when the gifts or hospitality are considered to be disproportionate, unduly lavish, extravagant, or could be seen as an inducement or reward for preferential treatment (e.g. during contractual negotiations or a tender process).

To avoid any uncertainty all gifts and hospitality (except low value items such as corporate promotional items), including any offers which you decline, should be entered onto a register. Spirit Energy operates a Gifts and Hospitality Register and regularly reviews submissions.

2.1.6 Facilitation payments

A facilitation payment (or grease payment) is a sum of money typically paid to a public official, including foreign public officials, or other person to expedite a routine or necessary administrative process. It's generally a small sum used to speed up a process such as goods through customs. Although a facilitation payment is legal in some jurisdictions, the UK Bribery Act takes precedent and classifies them as a bribe.

Facilitation payments must not be paid on Spirit Energy's behalf unless refusal to pay creates a health and safety situation.

2.2 Training

We encourage our business partners and Suppliers to identify employees working with Spirit Energy who may benefit from antibribery training. Spirit Energy has an anti-bribery awareness module that can be made available to the employees of its business partners in the event they do not have their own.

2.3 Speak-Up

Spirit Energy operates with transparency and encourages its own employees to report improper behaviour or suspicions of impropriety. We would encourage our business partners to have a similar policy for their employees to report suspicions of actual or potential bribery or other dishonest behaviours to their management. Spirit Energy has an independent and confidential reporting hotline which can also be used by our partners to report suspicious activity.

2.4 Summary

Within Spirit Energy, we have a responsibility for identifying and managing bribery risks as part of our day to day activities. As a minimum requirement, we expect our business partners to endorse and abide by The Spirit Energy Anti-Bribery Statement and country relevant legislation. We further encourage our business partners to adopt or review a framework of bribery prevention measures.

It is not acceptable for our business partners or Spirit Energy representatives (or someone on their behalf) to:

1. Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
2. Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent, or representative to “facilitate” or expedite a routine procedure;
3. Accept payment from a third party that is known or suspected to have been offered with the expectation that it will provide a business advantage;
4. Accept a gift or hospitality from a third party if it is known or suspected that it is offered or provided with an expectation that a business advantage will be provided by Spirit Energy in return;
5. Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised a concern regarding their suspicions; or
6. Engage in any activity that might lead to a breach of this Policy.