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Helios Towers, Ltd. and its Subsidiaries Third Party Code of Conduct

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1.0 Introduction

It is the policy of Helios Towers, Ltd. and each of its subsidiaries and Group companies (collectively, "Helios Towers") to conduct our business in an honest and ethical manner. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implement and enforce effective systems to counter corruption, bribery and maintain high ethical standards.

Helios Towers is committed to integrity, respect for the law and promoting social advancement and environmental responsibility. The purpose of this Third Party Code of Conduct is to assure that our suppliers, agents and all other business partners, collectively known as "Third Parties" for the purposes of this document, share Helios Towers' commitment to such responsible business practices.

2.0 Scope

This Third Party Code of Conduct applies to all Helios Towers Third Parties and defines our ethical conduct expectations. It should be read in conjunction with the Helios Towers Code of Business Conduct. Acceptance and adherence to this Code is mandatory for all Third Parties; this is understood and confirmed by the Third Party agreeing to and engaging in business with Helios Towers.

3.0 Third Party Selection and Conflicts of Interest

As part of its selection process Helios Towers will conduct due diligence and integrity screening on our Third Parties. Third Parties are required to declare and report any actual or potential conflict of interest prior to or during the selection process and specifically:

- any financial interest that a Helios Towers employee may have within their organisation;
- any direct (such as a family member) or indirect (such as co-habiting) relationships between any member of the Third Party's organisation and any Helios Towers employee.

4.0 Anti-Bribery and Corruption

All Third Parties commit themselves to the highest standard of ethical conduct and integrity. The promotion of business ethics and the fight against corruption are not only the right thing to do; they are also key elements of long term business development.

All Third Parties abide by all applicable anti-bribery and corruption laws.

4.1 **Bribery**

Third Parties will not engage in any form of bribery or corruption, either directly or indirectly, to obtain any unfair or improper advantage, whether actual or perceived. The promise, offer, giving or receipt of bribes of any description, regardless of amount, is not allowed.

A 'bribe' involves: promising, authorising, giving, or offering payment of money or anything of value (including gifts, meals and entertainment and on cash gifts and other benefits, such as offers of employment, educational placement and charitable/community donations to individuals or to entities related to individuals); or providing any other benefit or advantage

directly or indirectly (i.e. through third parties) to induce or reward the recipient to misuse his or her position or to obtain an improper advantage with the intention of inducing or rewarding a person to perform their obligations improperly.

4.2 Facilitation Payments

Third Parties will not make any facilitation payments when acting on behalf of Helios Towers.

Facilitation or 'grease payments' are small value payments made to public officials to speed up a routine administrative process which the public official is obliged to perform by law. Examples are a payment to expedite the issue of a visa, to obtain an official stamp or signature on a document (such as a permit), to enable goods to clear customs or jump a queue. The UK and many other countries prohibit facilitation payments and Helios Towers does not permit such payments to be made either directly or by those who work on Helios Towers behalf.

4.3 Gifts and Hospitality

Third Parties will not offer or receive any gift or hospitality to/from any Helios Towers employee, customer, public official or any other Third Party that is unlawful or that may be perceived as inappropriate, when working on behalf of Helios Towers.

When working on behalf of Helios Towers, any gifts or hospitality must be:

- for a bona fide business purpose
- commensurate and not excessive
- given or received openly and transparently
- comply with applicable laws
- comply with the rules of the receiving organisation
- infrequent to the same recipient; and,
- properly recorded

No gifts or hospitality may be offered or received during Helios Towers' tender or contractual negotiations.

5.0 Anti-Money Laundering, Trade Sanctions and Export Controls and Facilitation of Tax Evasion

Third Parties shall comply with all applicable national and international anti-money laundering, trade sanctions, import and export controls and customs laws and regulations. Third Parties will not have dealings with any sanctioned third party individuals or entities or controlled products.

Third Parties shall comply with all applicable national and international legislation prohibiting the facilitation of tax evasion.

'Tax facilitation evasion' means being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax by another person or being involved in the commission of a tax evasion offence.

6.0 Business Conduct

6.1 Honouring Contracts

Third Parties must abide by all contract obligations entered into with Helios Towers. Any expected deviation from contractual terms must be communicated to and pre-agreed in writing with the authorised executive of Helios Towers.

6.2 Protecting Confidential Information

Confidentiality must be respected by all Third Parties. Third Parties may receive or obtain information about Helios Towers' business activities, contracts, projects, structure, financial situation or performance. Such confidential information must not be disclosed to any other individual or Third Party, unless required to be disclosed pursuant to an existing contract obligation, without prior written permission from Helios Towers. Disclosure of such information to employees of the Third Party must also be restricted to those who have a need to know such information and in accordance with applicable regulations and prevailing industry practices. Requesting, receiving, sharing, distributing and the use of confidential information relating to, amongst other things, competitors proposals, to gain competitive advantage or market awareness is strictly prohibited.

6.3 Data Privacy and Security

Third parties shall be committed to handling and holding personal data and information responsibly and in compliance with all applicable data privacy and protection laws, both national and international.

6.4 Intellectual Property

Third Parties must actively support and respect Helios Towers' intellectual property rights. Third Parties may not advertise any contract with Helios Towers without prior written approval from Helios Towers.

6.5 Fair business practices

The Third Party must uphold standards of fair business, advertising and competition and ensure that information provided to customers and other Third Parties is not misleading. Third parties shall not participate in any activities that could be seen as improperly impeding competition.

6.6 Community engagement

Helios Towers encourages the Third Party to engage in the communities where it operates to promote social and economic development in an ethical manner.

7.0 Human and Workers' Rights

We expect all our Third Parties to respect and promote universal human rights as stated in the United Nations' Universal Declaration of Human Rights (UNUDHR). The Third Party must ensure that it neither knowingly assists a State in violating human rights, nor benefits from human rights abuse by a State or by their private or public security forces.

We expect all our Third Parties to respect and abide by the conventions of the International Labour Organisation (ILO), UNICEF and other applicable laws prohibiting slavery and human trafficking.

7.1 Prohibition of Child Labour

Helios Towers prohibits the use of child labour in our operations, and in the manufacturing or execution of the products and services we purchase.

Following ILO and UNICEF recommendations, children must not be employed by the Third Party and its own direct Third Parties unless they have reached the greatest among:

- local minimum school leave age
- local minimum employment age
- the age of 15

Physically demanding and hazardous labour is prohibited for anyone below the age of 18.

7.2 Age verification

To mitigate the risk of employing underage persons when carrying out work for Helios Towers, Third Parties must ensure appropriate checks are undertaken to verify age prior to an offer of employment. Where an individual may appear close to the above age limits appropriate checks should be made to verify they meet the age restrictions set out. Where reasonably practicable this should include the checking of two recognised forms of identification e.g. driving licence, national identity card.

7.3 Harsh treatment and harassment

The Third Party's workers will never suffer, or be threatened to suffer any kind of inhumane treatment, including corporal punishment, coercion, verbal abuse, sexual harassment or sexual abuse.

7.4 Involuntary labour

The Third Party may not use any form of forced labour, debt bondage or involuntary prison labour. Employees and contractors should be free to leave work or terminate their employment with the Third Party after a reasonable notice period. Workers will never be deprived of their identity documents or work permits by their employer or contractor.

7.5 Working hours

The Third Party will respect local laws regarding daily and weekly working hours, including laws concerning maximum overtime and working days. Workers must also benefit of at least one full day off per week.

7.6 Wages

Workers must be paid timely at a rate equal or greater to the local minimum wage. All overtime must be compensated according to local law. Salary deductions as disciplinary measures are prohibited.

7.7 Equal opportunity employment

The Third Party must not discriminate against any worker based on colour, race, ethnicity, religion, political affiliation, sexual orientation, gender, age, union membership, marital status, disability, pregnancy and maternity and civil partnership status in any hiring or employment practices, including in the access of employees to promotion, rewards and training. To the contrary, the Third Party must acknowledge the added value of diversity in the workplace and encourage under-represented groups (such as women, minorities, disabled persons, etc.) to join the company.

7.8 Health status and privacy

The Third Party will not seek unnecessary information on the health of workers or potential workers, by any means. Nevertheless, if the Third Party receives information about the health status of workers or potential workers, the Third Party will abstain from communicating them to any third party. Discrimination, harassment or dismissal of workers on the basis of their health status, especially HIV status, is prohibited.

7.9 Freedom of association

The Third Party must respect the right of workers to freely create or join a labour union of their choice, without suffering any kind of discrimination, intimidation or harassment, in accordance with local law.

8.0 Workers' Protection

8.1 Protection from occupational hazards

Third Parties must always abide by the Helios Towers Health and Safety Policies and local Health and Safety laws and regulations when undertaking any work on behalf of Helios Towers.

All workers must be efficiently protected from safety hazards at the workplace and during their professional travels. All relevant risks must be identified and mitigated through proper design, engineering and administrative controls, preventive maintenance and safe work procedures. If still necessary, workers must be provided with the appropriate personal protection equipment. Workers will not be discouraged to raise safety issues.

Workers using machinery must be protected through an appropriate design of the machine (physical guards, interlocks, barriers, etc.), training and preventive maintenance.

The exposure of workers to biological, chemical and physical hazards, including radio frequency fields, will be identified, measured and mitigated. When necessary, workers must be provided with the appropriate personal protection equipment.

When procuring safety-sensitive products or services, Helios may request tender applicants to provide a detailed list of workers protection measures, as part of their submission and contractual commitments.

8.2 Emergency preparedness

The Third Party will also protect its workers from identified emergency risks (like fire, flooding, hurricane, war, etc.) by adopting appropriate emergency plans, security equipment and evacuation procedures.

8.3 Occupational injuries and illnesses

The Third Party will effectively track and record the occupational injuries and illnesses of its workers. It will encourage workers to declare such injuries and illnesses, and provide them with the appropriate treatment. The Third Party will also search and mitigate the causes of these harms.

9.0 Environmental Protection

In line with UN's Rio de Janeiro Declaration, the Third Party should acknowledge that *"in order to achieve sustainable development, environmental protection shall constitute an integral part of the development process and cannot be considered in isolation from it."*

Therefore, the Third Party should strive to minimize the adverse environmental impact of its products and services during the whole product life cycle: production, transport, use and disposal or recycling.

The Third Party shall comply with all laws and regulatory requirements relating to environmental matters at all times.

9.1 Permits and reporting

The Third Party must have all the required updated environmental permits and comply with all local environment reporting requirements for all its activities linked to Helios Towers: manufacturing, transportation and local operations.

9.2 Waste reduction and treatment

The Third Party must work to reduce or eliminate the waste produced by all its activities. This goal will be achieved through the improvement of production, maintenance and cleaning processes, modes of conservation and transportation, as well as the substitution, re-use and recycling of materials. Liquid wastes and wastewater must also be reduced, properly treated and controlled before being discharged.

9.3 Dangerous substances

Chemical substances and other materials that could cause damage if released in the environment must be identified and declared to local authorities when required. They must be stored, transported, handled and disposed of in a way that minimizes the risk of release in the environment.

9.4 Gas emissions

During the manufacturing of goods, all emissions of volatile organic, acid or corrosive chemicals, of aerosols, particles, ozone depleting gases and combustion by-products must be monitored, controlled and properly treated.

9.5 Product content restrictions

The Third Party must adhere to all local and international regulations regarding prohibition or restriction of specific substances, as well as labelling laws, recycling and disposal laws.

9.6 Electronic and radio equipment

Most products procured by Helios Towers consist of electric, electronic and radio equipment for its networks and offices. In the procurement tenders of such equipment, Helios Towers will pay particular attention to the energy consumption and environmental impact during the whole product life cycle. Therefore, the Third Party is encouraged to develop products that feature:

- A low energy consumption and environmental impact during their manufacturing delivery and installation
- A low energy consumption in operation
- An improved resistance to high temperatures (thus decreasing the need for cooling)
- A lower content of hazardous components
- A design that facilitates the recycling

10.0 Monitoring Compliance with the Code of Conduct

The Third Party should set up a management system to ensure compliance with applicable laws and regulations and this Third Party Code of Conduct. This management system should include:

10.1 Company commitment

An official and public statement of the company that affirms the commitment to comply with applicable laws, regulations and Helios Towers' Third Party Code of Conduct.

10.2 Identified responsibilities

An organisational chart that clearly identifies responsibilities and accountabilities regarding customer requirements, including this Third Party Code of Conduct.

10.3 Risk Management Process

A process to identify, measure and manage all business risks, particularly the ones mentioned in this Third Party Code of Conduct and regarding safety, health, labour practices, environment and ethics.

10.4 Audit, written records and communication

Written records that demonstrate the commitment of the Third Party to a continuous improvement: standards, performance targets, implementation plans, periodic assessments, audits and self-evaluations, remediation and improvement plans. The actual performance of the Third Party related to this Code of Conduct should be regularly communicated to the employees and to Helios Towers.

10.5 Training

A training programme for managers and workers related to the compliance to this Third Party Code of Conduct and the continuous improvement approach.

10.6 Worker participation

A process to collect and take into account employees' input and feedback on all issues related to this Third Party Code of Conduct.

10.7 Correction of deficiencies

A process for prompt correction of any deficiencies identified by internal or external sources regarding the requirements of this Third Party Code of Conduct.

10.8 Documentation and records

Third Parties shall have processes to identify, monitor, and understand applicable laws and regulations and the additional requirements imposed by this Code. Third Parties shall obtain, maintain, and keep current a valid business license as required by applicable laws and regulations. Third Parties shall have processes for creation of documents and records to ensure regulatory compliance and conformity to this Code, with appropriate confidentiality measures to protect privacy. All Third Parties will keep accurate books, records, and accounts in connection with the services to be performed for Helios Towers.

Third Parties shall have a process for timely correction of any deficiencies identified by an internal or external audit, assessment, inspection, investigation, or review of compliance with this Code's requirements.

Actual or suspected violations of this Third Party Code of Conduct must be reported immediately to the Helios Towers Director of Corporate Services or the Ethics Point Helpline (www.heliostowersafrica.ethicspoint.com).

11.0 Audit

Helios Towers reserves the right to conduct audits of its Third Parties to confirm adherence to the principles and requirements detailed in this Code of Conduct. Audits may be conducted on-site or remotely and may be carried out by Helios Towers or an external audit firm. If on-site audits are required Helios Towers commits to providing sufficient advance notice so as to minimise any possible disruption to routine business activities.

12.0 Raising a Concern

If you have any concerns regarding this Code of Conduct or have reason to believe someone has not complied with its requirements, please speak directly to your Helios Towers contact or the Helios Towers Director of Corporate Services. If, for any reason, you would prefer to report your concern confidentially, you may do so by using our confidential helpline, Ethics Point: www.heliostowersafrica.ethicspoint.com. We handle all reports received confidentially and investigate fully.

References

Helios consulted the following references in preparing this Code:

- Helios Towers Code of Business Conduct
- Helios Towers Health, Safety, Environmental and Social Management System
- Universal Declaration of Human Rights
www.un.org/Overview/rights.html
- United Nations Global Compact
www.unglobalcompact.org
- United Nations Convention Against Corruption
www.unodc.org/unodc/en/crime_convention_corruption.html
- ILO International Labor Standards
www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm
- ILO Code of Practice in Safety and Health
www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf
- OECD Guidelines for Multinational Enterprises
<http://www.oecd.org/dataoecd/56/36/1922428.pdf>
- SA 8000 Social accountability standards
http://www.sa-intl.org/_data/n_0001/resources/live/2008StdEnglishFinal.pdf