

*Third-Party*

# Code of Conduct

Our commitment to integrity



This document is the South Pole Code of Conduct (CoC) oriented to third parties. Its purpose is to inform third parties and create awareness regarding the expectations that South Pole has in terms of people and institutions it does business with.

As a prerequisite to act on behalf of or jointly with South Pole, we require third parties to comply with this CoC and all applicable laws. By third parties, we mean all third party workers that need access to South Pole systems, and other persons or entities who are either doing business with or acting for or on behalf of South Pole anywhere in the world, including, but not limited to, distributors, resellers, partners, sales representatives, suppliers, vendors, subcontractors, consultants, intermediaries, or agents.

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# Doing the right thing

The South Pole Third-Party Code of Conduct is a fundamental South Pole commitment and applies to all related Third Parties and their affiliates and subcontractors ('third parties'), which provide goods or services to South Pole and /or any of its subsidiaries ('South Pole'). The terms of this Code are in addition to any other commercial or contractual terms or obligations agreed.

To help us meet this commitment, the code defines what South Pole expects of its third parties regardless of location or background.

The code is the cornerstone of our commitment to integrity. It is a starting point. The code cannot describe every law, regulation or South Pole requirement that may apply to our third parties. We all have a basic responsibility to comply with relevant laws, regulations and policies. Acting with integrity is a higher standard. It requires us all to think about every action we take – before we take it – to ensure we are acting in the best interests of our stakeholders. However, the code cannot address every situation, nor does it serve as a substitute for third parties' own accountability and responsibility for exercising good judgment and proper business conduct.

All third parties collaborating with South Pole must follow this code. Failure to do so is taken very seriously and may result in corrective measures against the third party, including, but not limited to, a reduction or cessation of business and/or termination of a contract between South Pole and the non-compliant third party.

South Pole is a signatory to the United Nations Global Compact (UNGC) and is committed to the 10 principles that are the foundations of the UNGC.

South Pole does business globally, and we expect our third parties to comply with all laws applicable to your business in the countries in which you operate, and to seek similar commitments across your own supply chains.

## How this code applies to Third Parties

South Pole expects Third Parties to report in good faith any concerns that may arise in connection with South Pole's business (including the provision of goods or services to South Pole) and potential violations of this Code, laws, regulations or ethical or professional standards. Unless prohibited by law or regulation, South Pole expects Third Parties to raise concerns related to this Code via any of the following channels:

- with those designated as responsible for the Third Party's service(s) for or with South Pole;
- through appropriate channels at South Pole;
- by contacting South Pole's Global Whistleblowing hotline at <https://report.whistleb.com/southpoleext>

Concerns may be reported anonymously.

South Pole expects Third Parties to inform their Personnel that they will not be subject to retaliation as a result of raising a concern in good faith. South Pole will review/investigate reported concerns and escalate to Third Parties to be managed and investigated, as appropriate.

# Working with others

Our aim is that countries and communities in which we operate should properly benefit from our presence – through the wealth and jobs created, the skills developed within the local population and the investment of our time and money in people. We, and our third parties collaborating with South Pole will work towards improvements that are measurable and contribute to the real, independent growth of communities where we operate.

## Health and Safety

At South Pole our aspirations are: no accidents, no harm to people and no damage to the environment. We are committed to the protection of the natural environment, to the safety of the communities in which we operate, and to the health, safety and security of our people and the third parties that collaborate with us.

South Pole is committed to providing all its employees – and those of other companies working on our premises – with a safe and secure work environment where no one is subject to unnecessary risk.

We expect you to:

- Provide a safe and healthy work environment, both on your own premises and when contracting on our sites.
- Minimise and respond to health and safety incidents and accidents
- Provide adequate personal protective equipment for your employees

## Sustainability

As a signatory to the United Nations Global Compact and the United Nations Principles for Responsible Investment, South Pole is responsible and committed to a long term sustainability strategy.

South Pole strives to go beyond regulatory requirements as a responsible company to our stakeholders, including not just our employees and clients but also the planet and society.

We are committed to complying with relevant international and national laws and regulations regarding environmental and social concerns and topics. We believe sustainability should be embedded in all decision making processes

This means that we expect you to:

- comply with all applicable environmental legislation and regulations, including the handling of dangerous and hazardous materials
- Identify and manage the environmental impacts of your organisation.
- Minimise greenhouse gas emissions
- Engage in initiatives to promote environmental responsibility, effective waste management and efficient use of natural resources.

## Human trafficking and modern slavery

South Pole is against any forms of slavery and human trafficking. These crimes include holding a person in a position of slavery, servitude forced or compulsory labour, or facilitating their travel with the intention of exploiting them soon after. Although human trafficking often involves an international cross-border element, it is also possible to be a victim of modern slavery within your own country. It is possible to be a victim even if consent has been given to be moved.

There are several broad categories of exploitation linked to human trafficking, including; Sexual exploitation, forced labour, domestic servitude, organ harvesting, child related crimes such as child sexual exploitation, forced begging, illegal drug cultivation, organised theft, related benefit frauds etc as well as Forced marriage and illegal adoption.

This means that we expect you and any operations linked to our businesses to:

- Never engage in or support human trafficking or modern slavery including forced, bonded or involuntary labour.

## Child labour

South Pole is committed to the elimination of all forms of forced and compulsory labour and the effective abolition of child labour.

This means that we expect you and any operations linked to our businesses to:

- Never use child labour
- To only employ Personnel who meet the applicable minimum legal age requirement to work in the country or countries in which you operate.

## Freedom of Association

South Pole supports International Labour Organization's Standards on freedom of association which forms the basis of Principle 3 of UN Global Compact. Where freedom of association is restricted by laws and regulations, South Pole will not hinder the development and movements in promotion of freedom of association, and will apply the highest standards in line with this principle allowed by laws and regulations.

To uphold the freedom of association, South Pole expect you to:

- Respect your employees' right to join, form, or not to join a trade union.
- Not require employees to obtain permission from you for prior to joining or forming a trade union.
- Allow union representatives access to workplaces and management when reasonable notice is given.
- Not penalise employees for time taken off for participating in negotiations or meetings between union representatives and you.
- Commit to bargaining in good faith with union representatives of your employees.

## Respectful, harassment-free workplace

At South Pole, we believe every employee, contractor, supplier, customer or other third party is entitled to fair treatment, courtesy and respect. South Pole will not tolerate any form of abuse or harassment, in any company workplace.

Whatever the form of abuse or harassment, South Pole takes it very seriously. It simply has no place within and around South Pole.

This means that we expect you to:

- Provide a work environment in which employees do not suffer from harassment, verbal, visual, physical abuse or any conduct that creates an intimidating, offensive or hostile workplace.
- Ensure that you only employ people with a legal right to work in that geography and that employees are protected from discrimination on the grounds of: age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion or belief; sex or sexual orientation
- Ensure your employees and third parties behave professionally.

## Hiring and employment practices

At South Pole we are committed to creating a work environment of mutual trust – in which diversity and inclusion are valued – and where everyone who works and collaborates with South Pole is treated with dignity and respect.

This means that we expect you to:

- Not discriminate against any individual in your employment or hiring practices.
- Select, develop and advance individuals based on merit, irrespective of race, ethnicity, colour, age, gender, gender identity or expression, sexual orientation, political beliefs, citizenship, national origin, religion, disability, parental status, economic/class status, veteran status, or any other protected status or characteristic that is not related to the individual's merit or the inherent requirements of the position sought.

## Community engagement

At South Pole we seek to engage in open and transparent dialogue and consultation with communities and other representatives of civil society – e.g. recognised international non-governmental organisations (NGOs) – which have a legitimate interest in our operations.

This means that we expect you to:

- Comply with local laws and regulations in each community and country in which you work.
- Respect the cultures and varying business customs of those communities and countries (as long as they do not conflict with the principles in this code).

# How we do business

South Pole's suppliers and third parties play a critically important role in our ability to operate and provide products and services to our customers. That is why we choose suppliers carefully, based on merit and with the expectation that our suppliers will act consistently with our compliance and ethics requirements as outlined in this document.

## Conflicts of interest

South Pole is committed to identifying and addressing real and potential conflicts of interests that may arise in the conduct of its business.

This means that we expect you to:

- Notify South Pole if you become aware of an actual or potential conflict of interest that may impact your work with or for South Pole.
- Put in place appropriate measures to manage any conflicts of interests.

## Competition and antitrust

South Pole is committed to fair competition and strictly adheres to competition and antitrust laws.

This means that we expect you to:

- Abstain from any activity that may violate or give the appearance of violating competition laws.
- Not enter into any agreement, formally or informally, to unlawfully restrict competition; set prices, compensation or benefits; or allocate clients, markets, people, or services for or on behalf of South Pole or otherwise in connection with any relationship with South Pole.

## Corruption and Bribery

South Pole does not tolerate corruption or bribery in any form. Soliciting, accepting, offering, promising, paying bribes or making other improper payments, including facilitation payments, is strictly prohibited, whether directly or through any third party.

Gifts and entertainment either given or received in connection with our business must not influence an upcoming decision, must be for a valid business purpose and appropriate to the circumstances under which they are offered, including being legal, unsolicited, considered an accepted business practice and reasonable and modest in terms of value, frequency and quantity.

South Pole forbids:

- Making, offering or promising to make a payment or transfer anything of value, including the provision of any service, gift or entertainment, to government personnel and other officials for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage.
- Making improper payments through other third parties

This means we expect you **not** to:

- engage in corruption, bribery or any activity (including improper payments) that may imply involvement in corruption or bribery when working for or with South Pole. This includes facilitation payments or the giving or receiving of preferential treatment that may be perceived as a bribe for or on behalf of South Pole.
- Accept or provide any gifts or favours to or from active or former government officials for or on behalf of South Pole without obtaining prior approval from South Pole.
- Offer or receive gifts, entertainment or anything of value to gain an improper advantage or preferential treatment vis-à-vis, or on behalf of, South Pole.

## **Economic Crime and money laundering**

Money laundering is the process by which individuals or entities try to conceal illicit funds or otherwise make these funds look legitimate. South Pole will not condone, facilitate or support money laundering.

This means we expect you to:

- Not provide any service, or enter into any arrangement that facilitates or may constitute South Pole being involved directly or indirectly in economic crime, including money laundering activities.
- Not channel any funds to, or support, illegal activities (e.g., terrorism, tax evasion, fraud).
- Assess the integrity of potential customers and other business relationships that you have..

## **Insider trading**

South Pole is committed to supporting fair and open securities (equities or stock) markets throughout the world.

To ensure we keep this commitment, South Pole third parties are prohibited from trading on the basis of 'inside information in shares or other securities of any publicly traded company'.

This means we expect you to:

- Not engage in insider trading, insider dealing or inappropriate procurement or disclosure of inside information.
- Ensure that any third party in possession of inside information about a company shall not buy or sell any securities of that company.

## **Sanctions, export controls and boycott laws**

South Pole does not conduct activities nor assist any other parties in violating applicable economic sanctions or export control laws and regulations.

This means we expect you to:

- Comply with applicable economic sanctions and export control laws and regulations and avoid doing anything that would position yourself or South POle in violation of applicable economic sanctions and export controls.



## Political activity

South Pole engages constructively with all governments in whose jurisdiction we operate. We will not participate in partisan political activity and will make no political contributions in any country.

South Pole recognises third parties' rights to participate as individuals in the political process, in ways that are appropriate to each country.

This means we expect you to:

- Be careful to make clear that you do not represent South Pole as you participate in the political process.
- Consult your contact person at South Pole before any non-routine contact<sup>1</sup> is made with government officials on behalf of South Pole.

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<sup>1</sup> Non-routine is defined as:

- o Other than as required by normal government processes and monitoring contacts.
- o Relating to government policy or legal / regulatory changes.

# How we use information

## Confidentiality and data protection

South Pole is committed to respecting the confidentiality of its employees and third parties' personal information. It is South Pole's policy to acquire and retain only personal data that is required for the effective operation of South Pole, or that is required by law in the places where we operate.

This means we expect you to:

- protect the information you process on our behalf for the service(s) agreed – including information about South Pole employees, client and customers, as well as corporate information, and any information deemed to be South Pole's intellectual property. Some of this information may be sensitive and/or confidential.
- understand and follow the relevant data protection and privacy laws
- ensure that appropriate technical and organisational measures are in place to safeguard South Pole's information- in particular, any personal information as defined by data protection law (including special category personal data) or confidential information in relation to South Pole's business – to prevent unauthorised access, accidental loss or destruction of this data
- avoid transferring any South Pole personal information outside of the European Economic Area without our prior consent – which we will define in the contractual agreement for the provision of the service you provide
- Immediately, or within 24 hours of becoming aware, inform your South Pole contact if there is any potential or actual breach of our information.

## External communications

South Pole seek to form a constructive and productive relationship with all branches of the media.

This means we expect you to:

- Direct any media enquiries to South Pole's Communication Team.

Only those third parties specifically authorised in writing to do so may respond to enquiries from members of the investment community (e.g. shareholders, investment analysts, etc.).

## Intellectual property

South Pole is committed to protecting our own business information and respecting the intellectual and protected information of others.

This means we expect you to:

- Respect the intellectual property rights of South Pole and others.
- Comply with all applicable laws and regulations in each jurisdiction where we operate.
- Always protect and never disclose any confidential South Pole intellectual property or any other confidential information.

## **IT security**

South Pole believe that effective security is a team effort requiring the participation and support of everyone who deals with South Pole's information or digital systems. We are committed to protecting information entrusted to us as well as physical and IT assets through the development and implementation of information security controls.

This means we expect you to:

- Ensure that these resources are used appropriately and in line with relevant security policies.
- Use South Pole digital systems responsibly and primarily for the business purposes for which they are intended.

## **Acknowledgement of this Code**

Third parties who work for or with South Pole and its clients and who are in receipt of this Code agree to:

- Adhere to the requirements and expectations set out in this Code.
- Provide complete and accurate information to facilitate third party due diligence efforts undertaken by South Pole and
- Comply with the applicable laws and regulations in the country or countries where you operate.