

Helios Towers Africa and its Subsidiaries

Supplier Code of Conduct

1.0 Introduction

It is the policy of Helios Towers Africa Ltd and each of its subsidiaries (collectively, “HTA”) 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.

HTA is committed to integrity, respect for the law and going beyond the law to advance social and environmental responsibility. The purpose of this Supplier Code of Conduct is to assure that our Suppliers share Helios’s commitment to such responsible business practices. This Supplier Code of Conduct should be read in conjunction with the Helios Towers Africa Code of Business Conduct.

This Supplier Code of Conduct is to be accepted and applied by international and local Suppliers.

Content:

- Ethics and integrity
- Workers’ rights
- Workers’ protection
- Prohibition of child labour
- Environmental Protection
- Monitoring compliance with the Code of Conduct

2.0 Ethics and integrity

Helios Suppliers must 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.

2.1 Bribery

The giving or receiving 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 donations to individuals or to entities related to individuals); or providing any other benefit or advantage directly or indirectly (i.e. through third parties) corruptly to induce the recipient to misuse his or her position or to obtain an improper advantage with the intention of inducing a person to perform their obligations improperly.

2.2 Facilitation Payments

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 HTA does not permit such payments to be made either directly or by those who work on HTA's behalf.

2.3 Gifts and gratuities

Suppliers must ensure that any gift or hospitality:

- is commensurate and not excessive
- is for a bona fide business purpose;
- is given or received openly and transparently;
- complies with applicable laws;
- complies with the rules of the receiving organisation;
- is not given or received frequently between the same individuals;
- is properly recorded.

Suppliers must not:

- request or solicit gifts or hospitality from an individual or organisation;
- give or receive gifts or hospitality when engaged in a bidding process;
- give or accept cash or cash equivalents (e.g. Gift vouchers or loans);
- provide or accept any gift or hospitality that is inappropriate, indecent, illegal or could cause reputational damage to HTA;
- pay for any gift or hospitality personally to avoid the approval process or recording requirements.

2.4 Honouring Contracts

All obligations detailed within contracts entered into between HTA and Suppliers must be adhered to. It is not permitted to work "outside" of contracts unless agreed in writing with the authorised executive of HTA.

2.5 Protecting Confidential Information

Suppliers may receive or encounter information about HTA's business activities, contracts, projects, structure, financial situation or performance. Such confidential information must not be disclosed to any third party without prior written permission from HTA. Disclosure of such information to employees of the Supplier 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.

2.6 Intellectual Property

Suppliers must actively support and respect intellectual property rights, regardless of the existence and effective application of local regulation. Suppliers may not advertise any contract with HTA without prior written approval from HTA.

2.7 Fair business practices

The Supplier must uphold standards of fair business, advertising and competition and ensure that information provided to customers is not misleading.

2.8 Conflicts of Interest

Suppliers are duty bound to report:

- any financial interest that an HTA 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 Supplier's organisation and any HTA company subsidiaries.

2.9 Whistle-blower policy

If a Supplier knows or suspects that someone within HTA, or someone performing services on behalf of HTA, has breached the HTA Code of Business Conduct or HTA Suppliers Code of Conduct, Suppliers must immediately report it. Suppliers can be confident that such reports will be fully investigated and can be made without fear of retribution or retaliation.

Concerns or allegations should be raised to: www.heliostowersafrica.ethicspoint.com

Suppliers must maintain policies that protect the confidentiality of whistle-blowers who may raise concerns about ethical or legal issues within HTA or the Supplier.

2.10 Community engagement

HTA encourages the Supplier to engage in the communities where it operates to promote social and economic development.

3.0 Workers' rights

3.1 Universal human rights

Suppliers must respect and promote universal human rights as stated in the United Nations' Universal Declaration of Human Rights. The Supplier 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.

3.2 Harsh treatment and harassment

The Supplier'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.

3.3 Involuntary labour

The Supplier 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 Supplier after a reasonable notice period. Workers will never be deprived of their identity documents or work permits by their employer or contractor.

3.4 Working hours

The Supplier 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.

3.5 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.

3.6 Equal opportunity employment

The Supplier must not discriminate against any worker based on colour, ethnicity, religion, political affiliation, sexual orientation, gender, age, union membership or marital status in any hiring or employment practices, including in the access of employees to promotion, rewards and training. To the contrary, the Supplier 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.

3.7 Health status and privacy

The Supplier will not seek unnecessary information on the health of workers or potential workers, by any means. Nevertheless, if the Supplier receives information about the health status of workers or potential workers, the Supplier 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.

3.8 Freedom of association

The Supplier 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.

4.0 Workers' protection

4.1 Protection from occupational hazards

Suppliers must always abide by the HTA Health and Safety Policies when undertaking any work on behalf of HTA.

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.

4.2 Emergency preparedness

The Supplier 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.

4.3 Occupational injuries and illnesses

The Supplier 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 Supplier will also search and mitigate the causes of these harms.

5.0 Prohibition of Child Labour

5.1 Banning child labour

HTA 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 Supplier and its own direct Suppliers unless they have reached the greatest among:

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

5.2 Physically demanding and hazardous work

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

5.3 Age verification

To mitigate the risk of employing underage persons, suppliers 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.

6.0 Environmental protection

In line with UN's Rio de Janeiro Declaration, the Supplier 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 Supplier 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.

6.1 Permits and reporting

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

6.2 Waste reduction and treatment

The Supplier 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.

6.3 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.

6.4 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.

6.5 Product content restrictions

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

6.6 Electronic and radio equipment

Most products procured by Helios consist of electric, electronic and radio equipment for its networks and offices. In the procurement tenders of such equipment, Helios will pay a particular attention to the energy consumption and environmental impact during the whole product life cycle. Therefore, the Supplier 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.

7.0 Monitoring the compliance to the Code of Conduct

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

7.1 Company commitment

An official and public statement of the company that affirms the commitment to comply with applicable laws, regulations and HTA's Supplier Code of Conduct.

7.2 Identified responsibilities

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

7.3 Risk Management Process

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

7.4 Audit, written records and communication

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

7.5 Training

A training program for managers and workers related to the compliance to this Supplier Code of Conduct and the continuous improvement approach.

7.6 Worker participation

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

7.7 Correction of deficiencies

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

7.8 Documentation and records

Creation of written records to document compliance with this Supplier Code of Conduct and documentation describing issues found and corrections made to Supplier processes.

Actual or suspected violations of this Supplier Code of Conduct must be reported immediately to the HTA Director of Safety and Compliance or the Ethics Point Helpline (www.heliostowersafrica.ethicspoint.com).

References

Helios consulted the following references in preparing this Code:

- Helios Towers Africa Code of Business Conduct
- Helios Towers Africa 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