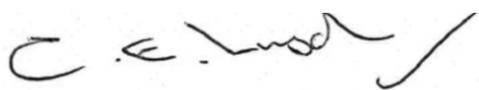




BUUK PROCUREMENT AND CORPORATE RESPONSIBILITY FOR SUPPLIERS POLICY

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Written by: JOHN SMITH	Date: SEPTEMBER 2018
Approved by: CHIEF EXECUTIVE OFFICER ON BEHALF OF THE BOARD OF DIRECTORS	Signature: 

BUUK Infrastructure and its affiliates, ("**BUUK**") have developed business principles and codes of conduct for corporate and procurement responsibility. These set out the way in which we conduct our business and our commitment to acting with integrity in a fair and professional manner. We expect our business partners and suppliers ("**Suppliers**") to adhere to these business principles and codes of conduct wherever they operate around the world. We will engage with our Suppliers to manage the social, environmental and ethical impacts of the products and services we procure to ensure that customer experiences and business partnerships are enhanced. Suppliers must ensure that they promote the application of these business principles and codes of conduct throughout their own supply chain. We will monitor performance and take appropriate action where we believe our standards are not being effectively applied.

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

1. BUSINESS PRINCIPLES/CODE OF CONDUCT

Suppliers are required to

- have a set of business principles or a code of conduct in place consistent with those of BUUK, that it applies across its company including subsidiaries and any third parties it uses to provide goods/services or works to BUUK which establish the minimum standards to which the company will operate; and
- ensure that such business principles include a commitment to operate with professionalism and integrity and to manage the social, environmental and ethical impact of their business.
- operate in an open, honest and fair manner
- ensure that they take all reasonable steps to fulfil their payment terms and other commitments to their business partners

2. FOCUSING ON HEALTH AND SAFETY

Suppliers are required to have 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;
- the management of contractors and sub-contractors
- measuring, and reporting; and
- periodic performance review.

3. PROTECTING THE ENVIRONMENT

Suppliers are required to actively manage their own environmental impact and where possible, help the Company to meet its environmental goals. They are required to have a robust environmental management system in place, 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;
- measuring, and reporting; and
- periodic performance review.

4. RESPECTING HUMAN RIGHTS

Suppliers are required to:

- have taken all appropriate steps to ensure there are no Modern Slavery Practices in its Supply Chain;
- provide a safe and healthy workplace, presenting no immediate hazards to its employees. Ensure that any housing directly provided to its employees is safe and fit for habitation;
- provide access to clean water, food, and emergency healthcare to its employees in the event of accidents or incidents at the Supplier's workplace;
- ensure that they do not discriminate against any employees on any grounds (including, but not limited to, race, religion, disability ,gender or sexuality);
- ensure that they do 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;
- ensure they pay each employee at least the minimum wage, or a fair representation of the prevailing industry wage, (whichever is the higher) and provides each employee with all legally mandated benefits;
- ensure they comply with the laws on working hours and employment rights in the countries in which it operates;
- ensure that they are respectful of its employees' right to join and form independent trade unions and freedom of association;
- ensure they have has ethical and human rights policies in place and an appropriate complaints procedure to deal with any breaches of such policies; and
- ensure they do not or have 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.

For the purposes of this Section 4:

“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.

“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.

5. DEMONSTRATING INTEGRITY IN CORPORATE CONDUCT

BUUK has a zero tolerance policy towards bribery and corruption.

The Supplier must ensure that it does 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.

Suppliers, are therefore required to ensure that:

- it complies 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;
- it will not, in its relationship with BUUK (including its employees and contractors), offer excessive gifts, hospitality or donations or seek to obtain an improper business advantage with gifts, hospitality or donations;

- it maintains a registers of all/any gift, or hospitality offered to BUUK whether accepted or declined and will make this available to BUUK upon request;
- 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 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.

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

6. CONFLICTS OF INTEREST

Suppliers are required to ensure that:

- They declare to BUUK prior to any contract or as soon as it becomes known thereafter any known or potential conflict of interest which would include a Supplier employee being a family relation to any BUUK employee or if the supplier has any relationship that might represent a conflict of interest
- That they avoid any interaction with BUUK employees which could conflict or appear to conflict with any employee action in the best interests of BUUK

7. EQUALITY AND DIVERSITY

Suppliers are required to ensure that:

- it will recruit people on the basis of the qualifications and abilities needed to do the job, while promoting diversity and development throughout our business; and
- it will not operate any form of discrimination, harassment or bullying in the workplace.

8. IMPACT UPON COMMUNITIES

Suppliers are required to ensure that they manage their social and economic impact on local stakeholders and communities. Where the Supplier's activities may have a negative impact on local stakeholders and communities Suppliers shall:

- have a policy to outline how it manages its social and economic impact on local stakeholders and communities; and that the 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.

9. INFORMATION SECURITY

Suppliers are required to have in place adequate and effective measures to ensure that:

- confidential information belonging to BUUK is protected in accordance with all relevant laws and act appropriately to prevent its misuse, theft fraud or improper disclosure.
- due care is taken in handling, discussing or transmitting sensitive which could affect BUUK, its shareholders, employees, or customers even after their contract with BUUK has ended
- its actions and those of its employees do not put the integrity of BUUK's IT systems at risk

Responding to Questions and/or Information Requests from BUUK

Suppliers are required to be responsive to any reasonable questions or requests for information as the result of BUUK procurement and supplier management process. Suppliers are required to permit BUUK to audit and assess their operations as part of their validation or revalidation processes.

Reporting Potential BUUK Misconduct

Suppliers who believe that a BUUK employee or anyone acting on behalf of BUUK has engaged in illegal or otherwise improper conduct should contact:

BUUK Infrastructure's Ethics Reporting Hotline 01359 243310

or

BUUK Infrastructure Asset Management Reporting Hotline 0808 234 2210

Please be assured – a Suppliers relationship with BUUK will not be affected by an honest report of potential misconduct.