

Code of Ethics Policy



"We all want to work for a trusted organisation we can be proud of "

1. This CEO approved policy applies to all Chorus people, employees and contractors.

Purpose and Overview

2. We all want to work for a trusted organisation we can be proud of. Chorus will be that organisation because of the behaviour choices we make every day.
3. Our actions impact the way people view and deal with Chorus. This affects the level of trust our stakeholders have in Chorus and our value.
4. Acting ethically and responsibly goes beyond mere legal compliance. It involves acting honestly, with integrity and consistently with our Values. It also helps us understand, meet, and appropriately balance the expectations of our stakeholders to achieve our business strategies and deliver value to shareholders and a sustainable environment for Chorus in the long term.
5. This policy facilitates behaviour and decisions consistent with our Values, goals and compliance obligations. It commits all Chorus people to a minimum set of standards and promotes a workplace culture of transparency.



Accountability

6. Failure to comply with this policy may result in disciplinary action, including dismissal.

Core Principles & Behaviours

7. You must, at a minimum:
 - a. behave in accordance with Chorus' Values
 - b. act honestly and with high standards of personal integrity
 - c. not behave in a way that may bring Chorus into disrepute
 - d. act in Chorus' best interests at all times
 - e. act respectfully and take account of the interests of Chorus' people, customers, suppliers, shareholders and other stakeholders
 - f. not enter into transactions or make promises on Chorus' behalf that it does not intend to, or cannot, honour
 - g. undertake your duties with due care and diligence
 - h. ensure any personal opinions are clearly identified as your own and not represented as Chorus' views, and
 - i. value individual differences and treat people with respect.

Conflicts of Interest

8. Conflicts of interest arise when an individual's interests interfere, or appear to interfere, with Chorus' interests.
9. These interests may be direct or indirect (e.g. via immediate family members, or ownership or other interests in other businesses or organisations).
10. You must:
 - a. declare all conflicts of interest to your people leader, and
 - b. proactively advise your people leader of all potential conflicts of interest and outside interests.
11. You must not, without Chorus' prior written consent:
 - a. engage in any other business or commercial activities which may conflict with your ability to perform your duties to Chorus
 - b. be directly or indirectly interested or concerned in any capacity (including as a material shareholder, director, employee or independent contractor) with any other business in the telecommunications/internet industry
 - c. undertake business, or have an interest in any business, in competition with Chorus or any Chorus supplier

- d. procure goods or services for Chorus from a supplier in which you have a commercial or personal interest
 - e. support a political party or organisation other than in a personal capacity, or
 - f. engage in any other activity which could conflict with Chorus' interests.
12. If you are unsure, talk to your people leader. If your people leader considers there is or may be an issue, they will refer it to their Executive who will deal with it in liaison with the General Counsel's Office.

Outside Employment

13. Employees are not usually permitted to accept or continue other employment outside Chorus. However, approval may be given where the work does not:
- a. interfere with your employment at Chorus
 - b. result in real or perceived conflicts of interest, or
 - c. reflect unfavourably on Chorus.
14. Approval for outside employment may only be granted by your Executive and may be withdrawn at any time.

Workplace relationships

15. If you are in a personal relationship¹ with another person at Chorus you must advise your people leader.
16. An inherent conflict of interest arises where a personal relationship exists between people in a reporting relationship (one reporting to the other). Accordingly, Chorus would change the reporting relationship.

Shares in Other Organisations

17. If you own shares or other interests in a company/organisation which does business with Chorus, you must not buy or sell those shares/interests on the basis of information:
- a. derived from your employment which is not available to the general public, and
 - b. which could materially affect the price of those shares/interests.
18. Any buy or sell decision must first be approved by your Executive.

Gifts & Entertainment

19. You must not give or accept gifts or entertainment if this it could, or be perceived to,

¹ A **personal relationship** is a romantic, intimate or familial relationship with another person at Chorus that could create a perception of, or actual, conflict of interest or inappropriate behaviour.

compromise or influence your decision making for Chorus.

20. You must comply with our Gifts and Entertainment Policy setting out when giving and accepting gifts and entertainment is appropriate and our approval processes.

Anti-bribery & Corruption

21. You must not yourself, or for the benefit of another party (directly or indirectly):
 - a. give or accept bribes, improper inducements, facilitation payments², "kick backs"³, or secret commissions in any form, or
 - b. engage in any form of corrupt business practices.

Corporate Opportunities & Use of Assets and Information

22. Chorus expects its people to advance its legitimate interests as opportunities arise.
23. You must not take for yourself, use for personal gain or to Chorus' detriment:
 - a. Chorus' property (including its name) or information
 - b. the property or information of others (e.g. customers) held by Chorus, or
 - c. any opportunity discovered through using Chorus' property, information or otherwise arising from your position.
24. You must undertake proper receipt and use of Chorus' information, assets and property and the information, assets and property of others held by Chorus.

Confidentiality

25. You must, except to the extent disclosure is necessary to perform your duties or required by law, protect the confidentiality of information:
 - a. about Chorus' business and financial affairs, and
 - b. entrusted to Chorus about customers, colleagues, suppliers, stakeholders.
26. You must follow appropriate protocols or take advice from the General Counsel's Office before disclosing any confidential information.
27. These obligations continue after your relationship with Chorus has ended.

² Typically small, unofficial payments made to secure or expedite routine government actions by a government official.

³ Payment given to a person in a position of power or influence for having assisted the supplier in awarding business or other benefits.

Compliance with Laws and Policies

28. You must:
- c. familiarise yourself and comply with our policies, contractual obligations and the laws, rules and regulations of the countries Chorus operates in
 - d. undertake training on our legal, regulatory and contractual obligations and policies, and
 - e. comply with all statutory, internal requirements, commitments and obligations on a timely basis, including:
 - i. not behaving in any way, or promulgating information that is deceptive, misleading or otherwise unfair, and
 - ii. ensuring Chorus does not engage in behaviour that violates the principles of fair competition.

Delegated Authority

29. You may only make decisions on Chorus' behalf in accordance with the authority delegated to you under our Delegation of Authority Framework.

Reporting Concerns

30. If you become aware of any actual or suspected breach of this policy, you are responsible for reporting it to your people leader. If this is not appropriate in the circumstances, you should report it by:
- a. discussing it with your people leader's people leader
 - b. email to me@chorus.co.nz
 - c. lodging a Stay in Tune submission for compliance related issues
 - d. following our Whistle Blowing Policy for serious misconduct or wrongdoing, or
 - e. email to fraud@chorus.co.nz.
31. Where a matter is reported under our Whistle Blowing Policy, the procedures set out that policy, in particular in relation to the protection and support of submitters, must be complied with.

Roles and Responsibilities

CEO/Executive

- a. Leading from the top in complying with this policy.
- b. Reporting actual or suspected breaches of this policy.

GM People & Culture

- a. Responding to and investigating alleged breaches of this policy; providing training and taking or supporting disciplinary action as required.

- b. Reporting Code of Ethics breaches to the Nominations and Corporate Governance Committee.
- c. Protecting and supporting any Chorus person who has acted under our Whistle Blowing Policy.

People Leaders

- a. Demonstrating leadership in complying with this policy.
- b. Reporting actual or suspected breaches of this policy.

All

- a. Familiarity and confidence with this policy.
- b. Reporting actual or suspected breaches of this policy.

	Person
Owned by:	GM People & Culture
Reviewed by:	Shaun Philp
Approved by:	CEO
Due for next review:	June 2021