



Supplier Code of Conduct Policy

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Introduction

Virgin Media O2 is committed to respecting the highest standards of labour, human rights, environmental and ethical conduct, and we expect our Suppliers to share this commitment. To that end, we use the influence of our procurement activity to uphold standards throughout our Supply Chain. These standards are expressed as supplier requirements in this code of conduct.

This Supplier Code of Conduct (“Code”) supports our Virgin Media O2 Code of Conduct in our commitment to being a leading ethical business that conducts business with integrity and fairness. This Code outlines what is expected of our Suppliers and sets out the principles and values that guide how the highest ethical and legal standards are to be maintained. In so doing it reflects Virgin Media O2’s Executive Team zero tolerance approach to bribery and corruption.

Virgin Media O2 Suppliers are required to provide safe working and living conditions, treat workers with dignity and respect, act fairly and ethically and use environmentally responsible practices. All Virgin Media O2 Suppliers must operate in full compliance with all applicable laws and regulations and in accordance with the principles and requirements of this policy at all times. Suppliers must demonstrate an ability to be compliant by operating aligned policies and risk-based due diligence within their own operations and Supply Chains. They should also be prepared to fully disclose activities referenced in this code of conduct to Virgin Media O2.

This code sets out our minimum expectations of Suppliers. Any supplier breach of this code of conduct will be deemed a material breach of contract, incapable of remedy.

During the term of any arrangement, Virgin Media O2 reserves the right to carry out risk assessments and audits to ensure Suppliers are adhering to terms and conditions set out within this Code.

We are committed to providing guidance to, and working with, our Suppliers to enable their compliance with our code of conduct. International management system standards are available to assist and guide businesses towards best practice and we expect suppliers to align to such standards. In particular, Suppliers with more than 250 employees are expected to have and maintain certification to such standards where certification is available e.g. ISO 9001, ISO45001, ISO 14001, ISO 27001, ISO22301, SA8000.

Our supplier code of conduct is based on the following:

- UN Universal Declaration of Human Rights;
- International Labour Organization conventions;
- UN Convention on the Rights of the Child; and
- OECD (The Organisation for Economic Co-operation and Development) guidelines, and ISO (International Standards Organization) criteria.

It also reflects the codes of conduct operated by the shareholders of Virgin Media O2, Telefonica S.A. and Liberty Global plc.

Scope

The Virgin Media O2 Supplier Code of Conduct applies to all Suppliers to Virgin Media O2 operating businesses and subsidiaries without exception and to the extended Virgin Media O2 Supply Chain. We expect our Suppliers to buy in accordance with it by operating their own aligned code of conduct. The Code applies to the totality of a supplier's operations and not areas specific to any Virgin Media O2 supply.

Suppliers must communicate this Code to its employees and subcontractors to ensure they are aware of its requirements, competently trained and are able to operate procedures and standards that ensure compliance with it.

Policy Statements

1. Ethical Standards

Virgin Media O2 expects the highest standards of ethical conduct in all our business relationships. Our supplier must be ethical in every aspect of its business, including its operations, supplier and customer relationships. In summary, Virgin Media O2 Suppliers must conduct business lawfully and with integrity.

Suppliers must:

- Operate clear and documented anti-bribery and corruption policies and processes that addresses and commit to the points below.
- Conduct business with honesty and integrity, in accordance with the highest ethical and legal standards, relevant legislation and regulations
- Monitor and respect all applicable sanctions, regulations, and trade laws.
- Respect all intellectual property rights.
- Prohibit the use of money laundering, and any forms of bribery or corruption.
- Not offer or accept gifts, hospitality or other types of incentives which may reward or influence a business decision.
- Have established procedures for the handling of payments and prohibit improper payments in all commercial dealings.
- Be politically neutral and prohibit donations to political parties, political party officials and candidates for office.
- Actively and consistently fight against any type of influence contrary to law or ethics.
- Manage partner relationships in accordance with legislation, professional ethics, and the Virgin Media O2 Supplier Code of Conduct, not accepting any form of corruption, extortion or bribery.
- Operate confidential whistle-blowing channels open to anyone who wishes to report any alleged failure to comply with this Code. All reports must be investigated, and appropriate action taken to address any failures.
- Take remedial action to address any weaknesses in its anti-bribery policy or processes.
- Maintain accurate books and records.
- Ensure that adequate controls are implemented in any dealings with public officials or their close associates to mitigate the risk of bribery and corruption.
- Maintain policies or processes to avoid conflicts of interest and to guarantee independence in actions taken in relation to their relationship with Virgin Media O2.

1.1 Conflict Minerals

Conflict Minerals such as tin, tantalum, tungsten, and gold sourced from conflict-affected or high-risk countries are known to fund armed-conflict, and human rights violations. The use of Conflict Minerals is therefore prohibited, and a supplier shall operate clear policy and process to ensure that they are compliant with this code and any related regulation such as the EU Conflict. Minerals Regulation.

Suppliers must:

- Operate policy and processes to assess and minimise the risk of Conflict Minerals in their Supply Chains.
- Align with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from conflict-affected and high-risk areas.
- If requested, complete and share the Conflict Minerals Reporting Template (from the Responsible Minerals Initiative) or similar questionnaire to enable transparency about the origin of minerals in our value chain.

2. Health & Safety

For Virgin Media O2 the safety of all within our value chain is a constant requirement. We will not trade with Suppliers that are unwilling to accept our safety standards or refuse to make improvements where safety issues are identified.

Suppliers must:

- Appoint a senior manager responsible for health and safety, supported as necessary by competent health and safety professionals.
- Provide a safe and healthy working environment and, when provided, living accommodation, considering local, national, and international standards.
- Operate safety management systems aligned to ISO 45001 and where the supplier has more than 250 employees, be certified to ISO 45001 covering all work areas and any provided living accommodation.
- Operate policies and procedures to manage, minimise, track and report occupational safety risks, industrial hygiene risks and occupational injuries and illnesses.
- Take proactive action to prevent injury and the occurrence of accidents, related to or occurring during work, minimising the causes of the dangers inherent to the activities and work environment.
- Immediately inform Virgin Media O2 of any significant accident or any public health issues relating to their activities.
- Provide workers with:
 - a) Health and safety training that enables them to identify any dangers associated with the activity and the work environment, and the practices necessary for minimising the risks.
 - b) Appropriate tools for their activity (free of charge), as well as any individual or collective protection equipment necessary to ensure safe working conditions considering the risk level to which they are exposed.
 - c) Access to clean toilets, fresh drinking water and sanitary facilities for the storage and consumption of food.
 - d) Training in health and safety that enables them to identify any dangers associated with their work activity or environment, and the practices necessary for minimising the risks.
- Upon request, report any indicators relating to the safety, health, and well-being of its employees and/or subcontractors.

- Establish and maintain 'emergency preparedness plans' aimed at minimising harm to life, the environment and property.

3. Human Rights and Labour Conditions

3.1 Human Rights

- Virgin Media O2 respects and actively promotes nationally and internationally recognised human rights, including those contained in the United Nations Universal Declaration of Human Rights.

Suppliers must:

- Operate policies and procedures that prohibit human rights violations and that assess risks to human rights posed by their activities (both in their operations and Supply Chains) and that drives action to mitigate any adverse risk.
- Operate human rights due diligence processes as defined by UK legislation on corporate sustainability due diligence.
- If utilising Artificial Intelligence (AI) for Virgin Media O2, ensure that:
 - The AI is developed in accordance with any current published Virgin Media O2 Responsible AI Policy, its multilateral guidance and standards that address potential adverse impacts on human rights.
 - The following principles are complied with:
 - a) Fair - Aim to use AI in ways that deliver fair outcomes for people and avoid using AI in any way that may discriminate.
 - b) Trusted - Take care to understand how the use of AI will operate in a representative test environment before release, and only release when confident it will deliver fair outcomes.
 - c) Transparent - Make it clear when AI is used, for what purpose and what data AI uses to make decisions concerning people.
 - d) Explained - Explain the decisions AI makes in practice.
 - e) Accountable - Have governance and internal controls to monitor and report on use of AI at each phase of its lifecycle (design, build, deploy and operate) to ensure AI principles are observed.
 - f) Privacy and security - Only use personal data in compliance with relevant data protection legislation

3.2 Labour Conditions

Virgin Media O2 views that its people are its greatest asset and that a diverse workforce makes it a stronger business. We believe this is also true of our Suppliers. Virgin Media O2 expects Suppliers to protect this asset by providing safe and healthy working and living conditions and by treating its employees with dignity and respect. On this basis, Virgin Media O2 has adopted the principles of the International Labour Organization (ILO) Base Code and requires the following of all Suppliers.

Suppliers must:

3.2.1 With respect to labour contracts:

- Provide workers with documented term and conditions in their own language.
- Terms and conditions must be established in accordance with all applicable legislation.
- Not seek to avoid their obligations to workers regarding labour or social security and must not abuse service provision contracts or the recurring use of subcontracts, to avoid legal obligations.

- Prohibit all worker fees including 'agents' recruitment fees or other related fees any such fees found to have been paid by workers, must be repaid to the worker.

3.2.2 With respect to working hours:

- Respect national legislation and industry reference standards, adopting the criteria that offer the highest levels of protection for the employee.
- Not require employees to work more than 48 hours per week on a regular basis.
- Provided employees with at least one day off for every average period of 7 days.
- Ensure all overtime required by the employer is voluntary, not requested on a regular basis, and is compensated at a special rate. According to ILO Convention 1, these provisions are aimed at functions other than supervision and/or management.
- Respect the employees 'Right of Digital Disconnection' during daily and weekly rest periods, leave, holidays or other, as well as respect for personal and family privacy beyond the working time legally or conventionally determined.

3.2.3 With respect to salaries:

- Meet or exceed national or, where applicable, local minimum legal pay standards.
- Pay at least the minimum wage required by the law for normal working hours.
- Pay sufficient to meet basic living needs.
- Not seek to pay salaries in kind.
- Provide employees with clear written information on salary prior to the commencement of employment.
- Provide workers with detailed periodic information on each salary payment.
- Prohibit wage reductions (fines) as a disciplinary measure and record all disciplinary measures used.

3.2.4 With respect to violence and harassment at work

Suppliers must:

- Operate a zero-tolerance policy to violence and harassment and abuse or discipline by physical means, threat of physical abuse, sexual or other harassment, verbal abuse, or other forms of intimidation, all must be prohibited.

3.2.5 With respect to modern slavery and people trafficking (referred to going forward as Forced Labour):

Suppliers must:

- Prohibit Forced Labour in their operations and Supply Chains.
- Prohibit workers "deposits" or identity documents being held by the employer.
- Ensure workers are free to leave their jobs following legally established notice periods.
- Conduct risk-based due diligence to safeguard against the risk of Forced Labour in their operations and Supply Chains, and to support any similar Virgin Media O2 due diligence request (e.g., onsite audits, worker voice surveys).
- Act to close any instance of, or risk of, Forced Labour identified by their own or Virgin Media O2 due diligence, relevant to their operations or Supply Chains.
- Operate a whistle-blowing process open to their employees and the public via which Forced Labour and other concerns can be raised.
- Provide training in identifying Forced Labour risks to their supplier-facing employees who may encounter instances of Forced Labour.

- Monitor reports of Forced Labour from NGOs and other credible sources relevant to their sector and regions of operations, to investigate such allegations if their Supply Chains or operations are involved and to act to close any instance or risk of Forced Labour found.
- Provide full disclosure to Virgin Media O2 on request, of their activities relating to the management and investigation of Forced Labour risks, i.e., maintain and share a board approved Modern Slavery Statement that describes how Forced Labour risks are managed. The statement should detail:
 - a) the supplier's organisation and Supply Chains (e.g., sectors and regions);
 - b) the policies it operates to combat Forced Labour;
 - c) its due diligence processes addressing Forced Labour both for its operations and Supply Chains;
 - d) where in its operations and Supply Chain Forced Labour risk may be heightened; the measures it has taken to assess and manage that risk; and the effectiveness of the measures taken;
 - e) the training and capability building about Forced Labour available to its workforce.

3.2.6 With respect to child and young person labour

Suppliers must:

- Not employ any person below the applicable minimum legal age for employment.
- Not permit workers under the age of eighteen to perform work that is likely to jeopardise their health or safety, including night shifts and overtime.
- Where people below the age of eighteen are legally employed, not allow them to undertake hazardous activities. The definition of hazardous activities should be determined by applicable local law.
- Where any instance of Child Labour needs to be corrected, ensure it is done in a manner consistent with the best interests of the child in accordance with ILO convention 138 "on the minimum age for admission to employment" and 182 "on the prohibition and immediate action for the elimination of the worst forms of Child Labour" and shall be consistent with the UN Convention on the Rights of the Child.

3.2.7 With respect to freedom of association and the right to collective bargaining

Supplier must:

- In conformance with local law, respect the right of all employees to form and join trade unions (or other kinds of representation) of their own choosing and where appropriate to carry out representative functions at work, in accordance with relevant legislation. To allow employees to bargain collectively and to engage in peaceful assembly as well as respect the right of employees to refrain from such activities.
- Where legislation limits the right to freedom of association and collective bargaining, the employer should facilitate the development of parallel legal means for free and independent association and bargaining.
- Employees must not be discriminated against or be treated unfavourably or differently because they carry out representative functions.

3.2.8 With respect to discrimination, diversity, and inclusion

Suppliers must:

- Operate policy that prohibits discrimination, promote diversity and inclusion and that allows employees to practice their religion under reasonable circumstances.

- Not discriminate against employees or prospective employees in hiring and employment practices such as wages, promotions, rewards, and access to training on any grounds including but not limited to, grounds of race, colour, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information or marital status.
- Not require workers to undertake medical tests or exams that could be used against them in a discriminatory way.
- Operate, monitor and report on diversity inclusion targets.

4. Environmental Management

Virgin Media O2 expects Suppliers to develop, implement, and maintain environmentally responsible business practices. We want our partners to understand the environmental impacts of their operations and Supply Chains and to act to minimise any adverse impacts.

The growing risk posed by climate change and related regulation make it imperative that all businesses treat climate change seriously and play their part in decarbonisation. For Virgin Media O2 the climate crisis is a major focus and we have established business wide targets to achieve Net Zero. Our pathway to achieving that requires Virgin Media O2 to reduce Supply Chain emissions by 25% by 2025 and 50% by 2030 before achieving Net Zero by the end of 2040. We need and require our Suppliers to support us in these goals.

Suppliers must:

- Comply with all applicable environmental legislation, regulations and directives and have developed, reviewed, and recorded processes to ensure they achieve such compliance.
- Operate environmental management systems aligned to ISO 14001. Suppliers with more than 250 employees must be certified to ISO 14001.
- Have all required environmental permits to support their operations (e.g. discharge monitoring), approvals, and registrations required for their operations.
- Act to minimise their discharges of pollutants, generation of waste and emissions.
- Not supply equipment containing ozone-depleting gases (e.g. CFC or HCFC), nor refuel with these gases.
- Act to minimise their use of natural resources, including water, fossil fuels, and minerals.
- Act to address the climate crisis and support Virgin Media O2 in its achievement of NetZero by 2040 and to that end Suppliers must:
 1. Understand their carbon footprint, i.e., know how much of their emissions arise from their direct operations, energy usage and their extended value chain so that Suppliers can focus their decarbonisation action.
 2. Have a board-approved carbon reduction plan with a Net Zero goal and interim targets.
 3. Align their carbon reduction planning to the Science Based Targets initiative (SBTi) standard so they have a valid science-based carbon reduction target.
 4. Where their Supply Chain emissions are a significant part of their carbon footprint, develop a Supply Chain hot-spot analysis so that they know what areas of the Supply Chain to prioritise engagement and drive emission reduction.
 5. Maintain Life Cycle Assessments (LCAs) for the products and services offered so that they can identify and address the major opportunities to decarbonise the products they offer. Note: Maintaining LCAs is important as Virgin Media O2 will use product LCAs when assessing emissions arising from our purchasing of products.
 6. Use renewable energy in line with its availability. This is the simplest thing any business can do to reduce its emissions.
 7. Measure and report their emission reduction activities following recognised standards such as the GHG protocol.
 8. Have goals to improve the power efficiency and recyclability of the products offered.

9. Understand and support Virgin Media O2 Net Zero goals.
10. Engage with their Supply Chain to incentivise and help them to reduce their carbon emissions by requiring them to address points 1 through to 10.

Suppliers Should:

- Operate SBTi-approved carbon reduction plans and participate in Carbon Disclosure Project (CDP) reporting.
- Support Virgin Media O2 sustainability reviews and forums when requested.
- Operate policy and processes to assess and minimise their impacts on nature and biodiversity.

5. Privacy

Suppliers are expected to operate policy and processes that ensure a commitment to protect any personal data entrusted to it, whether of customers, shareholders, employees, or Suppliers, in accordance with applicable personal data protection legislation (international and local) and any Virgin Media O2 instructions.

Suppliers must:

- Process personal data only in accordance with Virgin Media O2 instructions.
- Not use the information provided for any purpose other than that for which it was provided.
- Not communicate personal data to third parties, unless requested to do so by Virgin Media O2.
- Not reveal to third parties (or allow its employees or subcontractors to reveal) any information or confidential material to which it may have access to via its relationship with Virgin Media O2.
- Destroy or return both the information and, where applicable, the personal data subject to processing once any Virgin Media O2 service is terminated.
- Apply maximum caution when safeguarding information and personal data with the aim of ensuring its confidentiality and integrity, implementing the technical and organisational measures required with respect to the custody, storage and conservation of the data and with the aim of avoiding its alteration, loss, unauthorised treatment or access, all in accordance with legislation in force regarding intellectual property, confidential information and the protection of personal information, as applicable, as well as the security standards of Virgin Media O2 .
- Inform Virgin Media O2 immediately if at any time security is compromised and must act quickly, diligently, and responsibly to remedy the situation.

6. Supply Chain Diversity

Virgin Media O2 believe in having an inclusive procurement process that promotes equality and fairness. Our aim is to have a diverse supply base providing equal opportunities to all potential Suppliers including SMEs and VCSEs. Supplier Diversity is about adopting a fair and inclusive procurement process, ensuring all businesses, regardless of their size, location, and the background of their workforce, have the same opportunities to compete for the supply of goods and services to Virgin Media O2. To that end we operate an open procurement process where we select Suppliers based on their ability to meet our product / service, quality, cost, innovation, risk and sustainability requirements.

Suppliers must:

- Have a policy of supporting Supplier Diversity.
- Operate open procurement process.
- Select suppliers based on their ability to meet product / service, quality, cost, innovation, risk, and sustainability requirements.

7. Social Value

Virgin Media O2 wants to see its procurement activity create additional benefits for the society in which we operate. To that end all UK based Suppliers receiving a procurement award of >£1m should have and share with Virgin Media O2 a clear social value statement explaining how they contribute to society. The way in which the supplier elects to provide social value is for the supplier to select however we would recommend thinking about the themes of creating jobs, protecting the environment, tackling inequality, or improving the health and wellbeing of your customers, direct and/or indirect. Your social value offering should clearly state how Virgin Media O2's placement of business with you will help to deliver social value and the outcomes we may expect to see during the life of the contract.

8. Virgin Media O2 Speak Up

Speak Up is the Virgin Media O2 confidential reporting channel through which Suppliers and their employees can report any concerns or activity that is not compliant with our Code.

If you become aware of or suspect any conduct that you believe violates any applicable law, rule, regulation, Virgin Media O2 policy or other provision of the Code, you are required to report such conduct as promptly as possible via our Whistleblowing channel.

Virgin Media O2 will handle any concerns raised in confidence. We are committed to investigating all credible reports of potential compliance violations made in good faith. Virgin Media O2 prohibits any discrimination or retaliation against individuals who report suspected violations in good faith.

To report a concern (anonymously if you wish), for more information, or if you just have a question, contact us via our Speak Up Channel: <https://speakupvirginmediao2.co.uk>

9. Monitoring and Due Diligence

Suppliers are expected to perform effective due diligence procedures for downstream suppliers, subcontractors and other Supply Chain participants to ensure that the requirements of this code are respected.

10. References

The Governing Principles for Companies, the UN Universal Declaration of Human Rights, the International Labour Organization conventions, the UN Convention on the Rights of the Child, OECD (The Organisation for Economic Co-operation and Development) guidelines, and ISO (International Standards Organization) criteria.

11. Definitions:

- **Executive Team:** Refers to the Virgin Media Senior Leadership Team
- **CDP:** [Carbon Disclosure Project](#) - a global disclosure framework that assesses companies on their greenhouse gas emissions, and their plans to reduce emissions.
- **Child Labour:** Labour performed by a Child or Adolescent in the context of the contractual clauses that does not comply with the provisions of the relevant ILO standards and all labour that may imply a risk or interfere with the education of a Child or Adolescent or could be damaging to the health or physical, mental, moral, or social development of a child or adolescent.
- **Conflict Minerals:** Include cassiterite, the metal from which tin is extracted; columbite-tantalite, also known as coltan, from which tantalum is extracted; gold; wolframite, from which tungsten

is extracted and minerals that were extracted from the Democratic Republic of the Congo, Angola, Burundi, the Central African Republic, the Republic of the Congo, South Sudan, Tanzania, Uganda, Zambia or any other country which could be considered a conflict-affected area in the future. Excludes minerals that, having been extracted from countries considered to be conflict-affected areas, that have certification (from an independent body) that accredits that their extraction has not encouraged armed conflicts and/or human rights abuses.

- **Forced Labour:** All work or service which is exacted from any person under the threat of a penalty and for which the person has not offered himself or herself voluntarily.
- **ILO:** International labour standards (fundamental conventions) <https://www.ilo.org/>
- **SBTi:** The Science Based Targets initiative ([SBTi](#))
- **Supply Chain:** A company’s group of Suppliers, including both those directly supplying the company and those who supply said Suppliers all the way through to the last link in the chain.
- **SME:** Small and medium-sized enterprises
- **Supplier Diversity:** The practice of operating open procurement process that enable suppliers of all types and backgrounds to participate as a part of our Supply Chain. Diverse Suppliers include but are not limited to business that are majority owned, operated, managed, and controlled by women, people with a disability, people belonging to an ethnic minority or with an immigrant background, lesbians, gays, and bisexuals or trans-gender (LBGT) people.
- **Suppliers:** For the purpose of this code, refers to any business providing products, services, or solutions to Virgin Media O2 and business operating franchisees that carry any of the Virgin Media O2 brands. All references to Suppliers shall include any employees, consultants, subcontractors, or third parties carrying out any of the services on behalf of the supplier.
- **VCSE:** Incorporated voluntary, community or social enterprise organisation.
- **Virgin Media O2:** A joint venture bringing together Virgin Media Limited (Virgin Media) and Telefonica UK Limited (O2). Virgin Media O2 refers to all operating business and subsidiaries within the Virgin Media O2 group.

12. Acknowledgement

We ask all our Suppliers to confirm that they have read and understand the expectations contained within this code.

Signed:

Date:

Company:

Position:

Policy Control Pages

Policy Details:	
Policy Name:	Supplier Code of Conduct Policy
Policy Author Name:	Keithley Martin
Role:	Head of Supplier Development
Policy Owner Name:	Amar Treon
Role:	Virgin Media O2 Procurement Director
Privacy Marking	Public

Policy review requirements:	
Review period:	Biennial
Retention period:	Life of the Company (archive when superseded)
Next review date:	January 2026
Policy Keyword Search	Supplier Code of Conduct
Related Policies/Procedures	Code of Conduct

Version Control & Change History			
Version	Date	Changed by	Changes
v1.0	31 st Jan 2024	Keithley Martin, Head of Supplier Development	Final Approved Version