

# **SUPPLIER CODE OF BUSINESS CONDUCT**

**Kyiv  
2017**

# SUPPLIER CODE OF BUSINESS CONDUCT

Private Joint Stock Company «VF UKRAINE» (hereinafter referred to as the Company) supports such principles of cooperation as pursuit of the pure partnership relations, fair competition in determining the possibility to become a supplier or a buyer, fair practices and honesty, steady development of partners. Our customers expect everyone with whom we cooperate to act in the same way, especially our suppliers.

The Company aims at creating the partnership relations, primarily between the companies as the entities, regardless of the changes in management or employees of the Company.

In order to implement the above-mentioned principles, the Company takes active measures that are focused on strengthening the healthy business relations, both inside the Company and in relations with the suppliers.

Among the internal measures being implemented by the Company are as follows: creation of a transparent decision-making system and the process of interaction with suppliers, control over costs, trainings and staff development and many others.

To improve the cooperation with suppliers, the Company implements its own system of evaluation and classification of suppliers. The assigned class and supplier performance evaluation will be considered further when choosing a supplier, while elaborating the strategy of interaction with suppliers, as well as when making decisions on the development of relations with suppliers.

The provisions of this Code set out the minimal standards and the suppliers of the Company are expected to comply with them.

**The Supplier** – an individual or legal entity, able to supply the goods required by the Company, perform the works or provide the services required and participating in procurement procedures. The Supplier shall also ensure the compliance with this Code by management, employees, contractors, subcontractors and agents. By signing this Code, the Supplier admits that all existing or future agreements and business relations with the Company will be governed by this Code.

## 1. Supplier assistance in implementation of the Company's mission

The Company's work style is very dynamic. All employees aim to achieve the best results and understand that business success depends on the contribution of every employee made at his/her workplace.

The Company always strives to create the best customer experience.

It means that every decision is made in the interests of millions of our customers. The Company's employees clearly understand the customers' requirements for the quality of services and products. Working in a technically challenging industry, the Company knows how to make the high technology affordable for millions of people. The Company thinks a step ahead, setting the new standards of customer experience and opening up the new prospects for communication and business development of our customers and partners.

The Company expects that all Suppliers are committed to carry out their activities to contribute to the Company in achieving its goals.

The Company expects that the acts of Suppliers will not be in conflict with the Code of Business Conduct and Ethics.

## 2. Fairness in the commercial activities

- Carrying out the activities by Suppliers in line with the legislation of Ukraine and other countries, where the Supplier conducts its business.
- Providing only reliable information. In case of reveal of any fact of deliberate providing the false information by Supplier, the Company reserves a right to suspend or terminate the cooperation on current issues (as the applicable laws permit), as well as to make the appropriate conclusions in relation to the future cooperation.
- Complying with the rules of participation in the procurement procedures according to the requirements of the Ukrainian legislation: keeping the validity of the proposal after approval of the Supplier as the tender winner; the timely signing of the agreement/ contract/ supplementary agreement/ order.
- Conducting the activities by the Supplier in compliance with the applicable anticorruption laws and requirements of the Company in the field of business ethics.

The Company demands from its Suppliers the strict compliance with the principles of legitimacy and transparency and also expects that the Suppliers will provide assistance to the Company in support of the culture, avoiding any illegal or improper business conduct, both while participating in procurement procedures arranged by the Company and during the further business with the Company, including on behalf of or in its interests.

The Company requires its Suppliers to strictly comply with the provisions of the applicable anticorruption laws and avoid any actions that may violate the norms of the anticorruption laws or that may cause such a violation by the Company, including not to offer, authorize, promise and commit any illegal payments directly or through the third parties, including but not limited, the bribes in cash or in any other form to any individuals or legal entities, including but not limited, to commercial companies, government and public authorities, public officials, private companies and their representatives.

The Supplier shall assist the Company in complying with the applicable anticorruption laws and requirements of business ethics by providing all required information and confirmations in this field as required by the procurement procedures (Supplier's questionnaire).

- The compliance with the principle of absence of Conflict of Interests by Suppliers. The Conflict of Interests means the situations that have or may potentially cause the conflict between the personal interest of the Supplier's employees and the legal interests of the Supplier and/or the Company, including the situations that may lead to the appropriation of the corporate opportunities by the Supplier's employees for the purposes of obtaining the benefits or advantages in favour of them or other persons that may contradict to the legal interests of the Supplier and/or the Company, as well as to have influence on objective and effective exercising of the official duties by employees mentioned above.
- Performance of the agreement in time and with proper quality. The Company hopes that every Supplier is interested to provide the products (render the services/perform the works) in time and as per agreed schedule, order (contract, agreement).
- Timely fulfillment of warranty maintenance conditions, SLA in full and proper quality.

### 3. Honesty in commercial activities

Interaction with the Company's employees is carried out only within the performance of their official duties and only in the interests of the Company. The Company declares its zero tolerance to any improper influence on employees to make them act in the interests of any Supplier against the Company or for any other purpose by offering them cash (or other material) compensation through the threats or other illegal actions.

In case of reveal of any fact or attempt of illegal influence on the Company's employee by Supplier, the Company reserves a right to suspend or terminate the cooperation within the frames of the applicable legislation, as well as to make the relevant conclusions with regard to the future cooperation. The Company also has a right to send the information of such a matter to the appropriate state authorities.

In the event when the Supplier revealed the facts or received the information on unfair execution of official duties by the Company's employee in the course of cooperation with the Company's employees, we kindly ask to send such information to the Company.

- The Company shares an opinion that it is necessary to build transparent partnership relations, primarily between the companies, regardless of the changes in the management or employees of the Company.
- The Supplier compliance with the rules of presenting and accepting the gifts, event management.

The gifts and souvenirs of fair value may be received in generally accepted cases pursuant to the Regulation on gifts and entertainment events of the Company. However, the Company asks not to forget that the presence or absence of a gift will and should never have an influence on the actions, favorable or unfavorable attitude of the Company's employee, whom the Supplier presented or failed to present a gift. According to the internal policy, the Company demands from the employees to return the gift, if the gift does not comply with the aforesaid requirements. Herewith, the employee has to indicate the reason of returning the gift as its incompliance with the Corporate Policy of the Company. The Company hopes for your understanding and guarantees that the return of the gift will have no impact on further cooperation and the procedure for taking the managerial decisions on issues related to the selection of the Supplier and interaction.

In turn, the Company's employees are not in a position to present the gifts to the Supplier's employees in accordance with the internal rules of the Company. At the same time, the Company asks not to forget that the presence or absence of a gift from the Company's employees will not be considered as favorable or unfavorable attitude of the Company's employee towards the certain Supplier.

The Company's employees may from time to time accept or make invitations to the lunch, dinner or other entertainment event, if: the price of the lunch, dinner or other entertainment event is within the reasonable limits; the purpose of the meeting or event relates to business; and expenses shall be paid by the Company as the proper business expenses if they are not covered by the other party. Entertainment events of a reasonable value may include lunches, dinners or attending sports and cultural events if they are generally offered to other customers or Suppliers.

#### 4. Pursuit of win-win solution

- The Company hopes that the Supplier also wants to develop partnership relations in solving both strategic and current issues of cooperation. The Company expects the Supplier to provide it with the information on known potential dangers, risks or probable loss of profit impending to the Company. In order to take win-win decisions, the Company welcomes the transparency of internal business processes of the Supplier (such as quality assurance system, customs clearance, logistics structure, procedure for deduction and payment of taxes, etc.).

#### 5. Protection of confidential information

- The Suppliers who have received an access to confidential information in the course of business relationships shall not share this information with anyone, unless they are permitted by the Company. The Suppliers are not allowed to execute transactions with securities or involve others to perform them based on the confidential information obtained from the Company. If the Supplier believes that an access to the Company's confidential information was obtained by mistake, the Supplier shall immediately inform the Company's employee whom he/she contacts with the Company and refrain from any further dissemination of information. At the same time, the Supplier shall not share with the Company the information relating to any other company and/or organization, if the Supplier is under contractual or statutory obligation not to disclose such information.

- The meetings, discussions or negotiations whereat the issues related to the commercial activities of the Company are discussed shall be conducted only in the conference rooms or in the office rooms of the Company's management.

#### 6. Compliance with the environmental protection laws

- The Company hopes that its Supplier has an effective environmental policy and they will be in compliance with the current legislation and provisions in relation with the environmental protection. Given the change, the Suppliers shall apply the preventive approach to the ecological problems, perform the initiatives to increase the ecological responsibility and facilitate the promotion of technologies, contributing to the preservation of environment and applying the rational methods for product life-style realization.

#### 7. Violation of the Supplier Code of Conduct

The Company reserves a right to monitor the compliance with this Supplier Code of Business Conduct.

In case of the Supplier's incompliance with these standards, appropriate laws and rules, the Company reserves a right to suspend or terminate the cooperation, even to cancel the contracts within the limits of the current legislation, as well as to make the appropriate conclusions in relation to the future cooperation.

The Company expects that the Suppliers will inform the Company about material violations with regard to compliance with the standards set out in this Code by e-mail to [hotline@vodafone.ua](mailto:hotline@vodafone.ua). The material violation means the fact of any breach of the standards specified in clauses 2-6 hereof.

The Suppliers of the Company may inform about their suspicions of non-compliance with these standards or any other suspicions related to the finance, accounting, audit, corruption or fraud in the Company, or any other serious situations involving the material interests of the Company or relating to the moral stand or physical security of our employees by e-mail to [hotline@vodafone.ua](mailto:hotline@vodafone.ua).

**The Company expresses hope that all aforesaid principles of work performance may help us to create, develop and support business relationships promising the mutually advantageous cooperation.**