



CODE OF CONDUCT & ETHICS

September 2026

Group chief executive's message

Our Code of Conduct & Ethics is built on a simple idea: we do the right thing - every day. High standards of ethics, integrity and safety guide how we work with everyone from our customers to our shareholders, communities and each other. They shape how we lead at Vector, how we deliver our strategy, and how we show up as an organisation. What that means in practice is set out in the code, with clear expectations for the way we behave - whether you work for Vector or with Vector. It helps us make consistent, thoughtful decisions, strengthen the culture we need for great outcomes, and protect the trust people place in us - today and in the long term.

Please take the time to read this code and understand what it requires of you. In the course of your work at Vector, keep it handy as a practical guide for day-to-day choices. The decisions we make, and how we make them, really matter. If something isn't clear, you're not expected to figure it out alone: talk with your manager or contact the people team or legal team for advice.

Vector's leadership team are committed to creating a workplace that's safe, respectful and ethical and with that comes openness and transparency. If you see (or hear about) something that doesn't align with this code or Vector's behaviours, please speak up. You'll be supported for raising concerns and doing the right thing.



*Chris Blenkiron
Group Chief Executive
Vector Limited*

Who the code applies to

Our code applies to all Vector people including our directors, permanent and temporary employees, contractors, contingent workers, those providing services at Vector, as well as anyone acting on our behalf. References to Vector include Vector Limited and our related companies.

Our vision

Creating a new energy future.

Our behaviours

Our Vector behaviours guide us as we work together to achieve our vision and strategy



A guide to the code

Our vision is 'what' we are working towards and our behaviours guide 'how' we work. Our behaviours drive our performance, hold us to account and set expectations for ourselves and our teammates.

We understand that not everything can always be 'black and white' and sometimes there are 'grey' areas that we need to navigate through. Our code is a practical set of guiding principles for our ethical and behavioural standards, to help us make decisions using our good judgement, in our daily jobs.

People at Vector are expected to comply with our code, our policies and standards, as well as all applicable laws, regulations and industry standards. If you are unsure of any part of this code, or your responsibilities relating to the code, please speak to your manager, or a member of the people team or the legal team for advice.

This code is available on Vector's website: www.vector.co.nz/investors/governance. The code is subject to review by the Board at least every three years.

The role of managers

We're all responsible for Vector doing the right thing, whatever our role. And we expect our managers to be role models, making sure everyone working for them understands the code and how to make decisions that are consistent with the code. This includes coaching and supporting Vector people, or anyone acting on behalf of Vector, when they raise questions or concerns.

What does 'good' look like – a quick guide

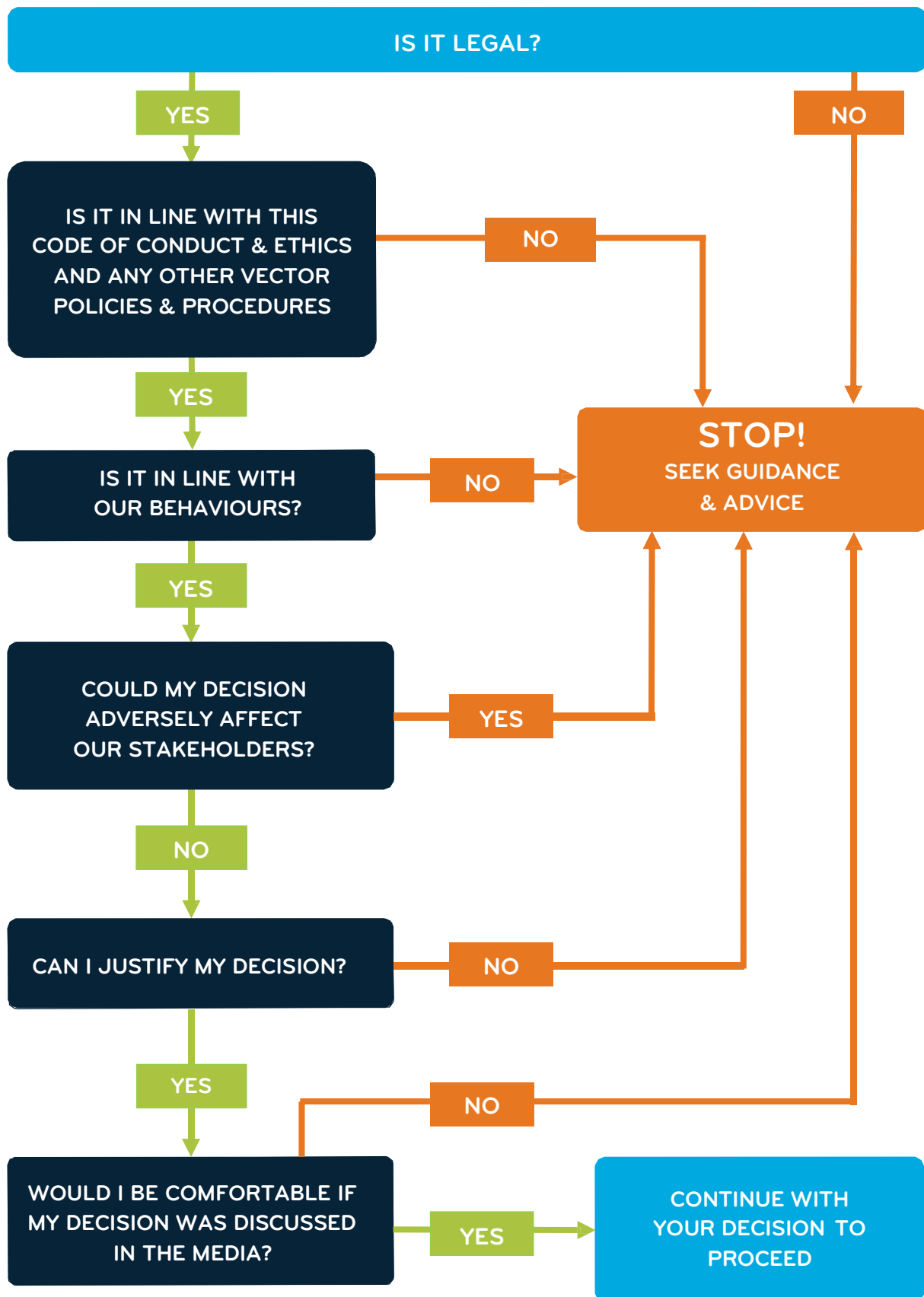


We do:

- Follow this code and comply with our policies and standards, and all applicable laws, regulations and industry standards.
- Conduct ourselves in an open, honest and professional manner always.
- Bring our best to Vector and contribute to a culture where people are encouraged to think differently, challenge established thinking and find better ways of doing things.
- Respect and value the diversity and input of others and promote an inclusive work environment.
- Put customers at the centre of how we work. This means listening to their needs, using data and insights responsibly, and making decisions that are fair, practical and focused on delivering better outcomes for the people and communities who rely on Vector.
- Challenge unsafe behaviour, and stop any work that appears unsafe.
- Consider how our activities impact the environment.
- Take care when dealing with competitors not to do anything that could be anti-competitive behaviour.
- Conduct business in a consistent, transparent and ethical manner.
- Disclose all potential and actual conflicts of interest.
- Ensure that we use our good judgment in deciding whether gifts, entertainment or hospitality could be perceived as a conflict of interest, and seek guidance before accepting.
- Protect, maintain and ensure appropriate use of Vector's systems and information (including material information, personal customer or stakeholder information and intellectual property rights).
- Use Vector's resources appropriately.
- Respect and protect Vector's assets to ensure they are not lost, damaged, misused or wasted.
- Ask our managers, the people team (HR.Askus@vector.co.nz) or the legal team (CompanySecretary@vector.co.nz) if we are at all unsure about anything covered by this code.

Decision making guide

To help you make good decisions in line with the code, ask yourself these questions, before you act:



The standards we expect at Vector

1. We do right by our people

We work with each other, our customers and our stakeholders honestly, fairly and with high standards of personal integrity in all actions.

Our diversity & inclusion

We respect and value diversity within Vector and are committed to creating and maintaining both a diverse workforce and an inclusive workplace for everyone.

We recognise that a diverse and inclusive workplace brings different perspectives in thinking, problem solving and leadership. By welcoming people of all backgrounds, experiences and ways of thinking, we attract and retain talented people, foster innovation, and better understand and meet the needs of our customers. We are committed to creating an environment where everyone feels respected, valued and able to contribute and thrive, strengthening our people, performance and resilience.

Our psychological safety

We are committed to providing a safe and professional working environment free from psychosocial hazards that may cause psychological or physical harm. We ensure that work is designed to minimise the presence of psychosocial hazards and our work environment supports safe and healthy work where our people feel safe to speak up and share their concerns.

We do not tolerate any interaction which creates an offensive, uncomfortable or threatening work environment including unreasonable and unwelcome behaviour which offends, humiliates, distresses or intimidates another person. We are all responsible for ensuring this type of behaviour does not occur.

Q: I feel shy to share my view at a team meeting – I'm worried my teammates might think I can't contribute since I've only just arrived in New Zealand.

A: One of our behaviours is "walk in others' shoes". We believe everyone matters, and that your voice, actions and contributions matter and are valued.

Our physical safety

We are committed to ensuring that all Vector people return home to their families healthy and unharmed at the end of every working day. We all have a duty to take care for our own health and safety, familiarise ourselves with our health and safety procedures, report any health and safety related incidents and escalate any health and safety issues that have the potential to cause harm. The bottom line is if you can't do it safely, then don't do it, and everyone has Vector's support to act on this at any time.

We are all responsible for reporting to work free from the influence of alcohol or other performance altering drugs. This includes prescription medication that has the potential to cause impairment.

We act professionally and exercise good judgement when representing Vector at business related functions where alcohol is available.

Q: We're about to have a celebratory lunch for a huge project that has successfully completed. Because it's a work celebration, it's OK to have alcohol isn't it?

A: Our people's safety is paramount therefore any work celebration must comply with our Drug and Alcohol Policy and Drug and Alcohol Guidelines. We do not support the consumption of alcohol during working hours; however, the controlled consumption of alcohol is allowed on Vector premises after 4pm with the approval of an Executive team member and the presence of a Vector General Manager.

Q: I was helping move some furniture in Tahiti for an event and felt a pain in my lower back. I'm sure it will be fine later – do I need to report it?

A: Yes, this would be considered a workplace injury and should be reported to the HSE Team so we can ensure you are provided with the appropriate support and advice. Injury reporting also helps us identify trends and make improvements to our work environment.

Our commitment to human rights

We want to make a positive contribution to human rights and society. To do this, we have a responsibility to respect and promote human rights, so we encourage our partners, suppliers and third parties to adopt similar standards in all countries where they, or their suppliers, operate; this includes paying a living wage to reduce inequities.

We comply with our human rights obligations under the Human Rights Act 1993 and the Employment Relations Act 2000.

Q: You need some temporary support in your team, at their interview, a candidate has told you they'd work for the minimum wage. Can you proceed and pay them minimum wage?

A: In short, no you can't. Vector is proud to be an accredited living wage employer and any person working for Vector can be expected to earn the living wage.

Our policies which are relevant to this section

For further information, you can refer to our Diversity and Inclusion Policy, Drug and Alcohol Policy, Preventing Bullying and Harassment Policy, Whistleblower Policy, Health and Safety Policy, Employee Assistance Programme and our Recruitment and Selection Policy.

If anything about these expectations are unclear to you, you should speak to your manager, the people team or the legal team for advice.

2. We do right by our communities

Our environment

We respect the environment and seek to minimise the impact of our operations and enhance our environmental performance through sustainable practices.

Our customers

Guided by our Vector behaviours, we consider the customer's perspectives and potential impact on them before making decisions. We recognise that our customers have diverse needs and backgrounds and we seek to have a solid understanding of these differing needs through the use of data and insights.

Q: I'm making a decision that could affect customers. What should I consider?

A: Pause and think about the customer impact before you decide. Ask yourself: What customer needs, perspectives or insights are relevant? What data or feedback should inform the decision? Who should we engage with before acting? If the decision could create confusion, inconvenience or a poor experience for customers, raise this with your manager or the relevant team so it can be worked through early. Customer feedback, including positive feedback, should also be captured and shared so we can learn from what is working well.

Our relationships

We operate in a manner that encourages lasting, beneficial and engaged relationships with colleagues, suppliers, consumers and communities. We do this by engaging openly and honestly with all stakeholders, conducting ourselves in a professional and respectful manner while representing the best interests of Vector, as required by law.

We take account of the interests of all shareholders and other stakeholders. We will act responsibly and ethically to build and maintain our reputation with investors and other stakeholders.

Vector will further foster constructive relationships with its stakeholders and meet their expectations of the company by:

- (a) Operating its assets in a safe and responsible manner;
- (b) Eliminating or mitigating risk;
- (c) Open communication and providing timely access to information, including, where applicable, safety information, about the company's operations, goods and services;
- (d) Direct liaison and consultation;
- (e) Establishing partnerships with communities and providing mutually beneficial practical support; and
- (f) Creating and maintaining a positive employment environment for Vector's employees.

Our competition

We comply with all competition laws. We succeed in our business on our own merits, with honesty and integrity, and not because of any unfair advantage or use of anti-competitive behaviour.

We don't receive or use confidential information (such as price information) from competitors or disclose our own confidential information to any competitors.

Q: If I bump into a former colleague at a seminar who now works for another EDB (electricity distribution business), can I ask them about their confidential strategy?

A: No, steer clear of commercially sensitive and confidential topics. Although EDBs can collaborate in many areas, we must take care where we could be in competition or in relation to commercially sensitive topics or prices. Talk to legal if you have concerns.

Our politics

At Vector we lawfully engage with and help governments at all levels on subjects that we, and our customers, care about. Governments and regulators depend on the expertise of companies like Vector to help develop sensible policies, laws, and regulations.

Our engagement with government agencies and members of parliament is undertaken only by certain employees authorised to do so. Our group manager public policy and government relations coordinates Vector's engagement with all government officials and policy makers.

We don't make donations or give gifts to politicians or pay to attend events hosted by politicians or a political party and we don't let our political views influence our decisions or the work we do for Vector.

If you are contacted by a member of parliament, government official or government agency please contact the group manager public policy and government relations.

Our honesty & integrity

As a trusted and respected business, we do not tolerate any form of fraud or corruption by Vector people or anyone who works on our behalf. Bribery and corruption can be defined as any abuse of entrusted power for private gain and this is unacceptable behaviour at Vector.

Fraud is not only a serious breach of trust, it is also a criminal offence. Fraud includes bribery, corruption, facilitation payments, misappropriation, money laundering and other criminal acts, and at Vector we raise concerns and speak up about this sort of behaviour without fear of retaliation (see "Non-Retaliation" on page 15).

Q: A supplier has offered to do some work for me at home if I give them preferential treatment. It's a really good deal for me, can I take them up on their offer?

A: This isn't in keeping with our code and could be seen as bribery. Better to steer clear of situations like this, and let your manager know.

Our policies

For further information, you can refer to our Fraud Control Policy, Procurement Policy, Representing Vector Externally Policy, the Whistleblower Policy, and the Sustainability Policy.

If anything about these expectations are unclear to you, you should speak to your manager, the people team or the legal team for advice.

3. We do the right thing

Conflicts of interest

We all must ensure that our personal interests don't conflict (or appear to conflict) with our responsibilities to Vector. We maintain our independence when making decisions to ensure personal interests, inside or outside Vector, don't interfere or conflict, with our ability to perform our duties. We always act in the best interests of Vector. We act towards our customers and our stakeholders with honesty and integrity.

We ensure potential conflicts are disclosed to our manager (in the case of an employee) or to the Chair (in the case of a director) and if we're not sure, we ask. Even if a conflict has not yet arisen, it is just as important to proactively speak up and disclose any potential or perceived conflicts.

If you have a personal interest or other interest outside of Vector that may conflict with Vector's interests or position, let your manager know and email CompanySecretary@vector.co.nz so that it can be recorded on Vector's potential conflicts register. Speak up if you are unsure.

Q: I have a family member that works for a competitor, do I need to tell anyone?

A: Yes, be up front about it and tell your manager, as this could be a conflict of interest. Also, don't forget that sharing work stories is great, but, sharing sensitive company or customer information isn't OK. If you're unsure what you can/can't tell your family member, just ask.

Q: What if I find out my manager goes on expensive holidays with the CEO of a supplier, and I think this may be influencing their decision to choose that supplier?

A: We speak up about conflicts of interest – even potential ones. If you feel uncomfortable raising this with your manager, please speak to someone in the People or legal team, another manager, or you can raise this directly or anonymously through our Whistleblower process. We strongly encourage you to raise concerns.

Need more guidance? Take a look at the Conflict of Interest (COI) Guide [here](#).

Proper use of information and information systems

We are committed to providing a secure and safe computing environment for our employees by ensuring that the people who use our information systems understand their role in the security, integrity and availability of data and information in these systems.

We respect and protect intellectual property rights and confidential information of Vector, our related companies, our customers, and our partners. We only use Vector's information and intellectual property for authorised purposes, and do not use IT systems for unreasonable personal use or malicious acts.

Q: A customer calls asking if we can provide a contact number for an old friend they are trying to touch base with, can we provide this?

A: Unfortunately, you can't use our customer data in this way. We have legal obligations to protect our customers' privacy and it shouldn't be used for anything other than the purpose for which it was collected.

Confidentiality and privacy

Most of us deal with Vector information on a day-to-day basis, so we need to understand how to use, share and store it if it is confidential, sensitive or personal information.

We only use personal information for the purposes for which it was obtained. We don't use Vector information for personal gain (or allow others to do so) and we protect and properly manage our information, including our information systems and intellectual property.

Q: A colleague has asked me for an employee's home address and personal mobile number so they can "follow up quickly" about a work task. Can I share it?

A: Not unless the colleague has a legitimate business need to know and is authorised to access that information. Personal contact details are personal information and should only be used for the purpose they were collected (and shared on a need-to-know basis using approved systems). If unsure, check with your manager or the people team before sharing.

Gifts, entertainment and hospitality

We use good judgment in deciding whether gifts, entertainment or hospitality could be seen to compromise or influence any of our decisions. We maintain a gift register to ensure transparency of any material gifts.

At Vector, we have a \$200 rule. Any gift, benefit, hospitality, experience or prize that may have a value of over \$200 (per person) needs the okay from your manager first. You also need to email CompanySecretary@vector.co.nz so it can be added to the register, using this [email form](#). If you are unsure please talk to your manager or email the company secretary.

We must not accept (or offer) gifts, hospitality or entertainment if it could be perceived as compromising or influencing any decision by Vector. If you are not the primary relationship holder of the customer, supplier or stakeholder in question you need to check in with the person who is.

Special approval from the group chief executive is required for offering or accepting koha.

Q: I'm at a friend's work party and I win tickets to the rugby in the raffle, can I accept the prize?

A: Yes, you can accept the prize, unless you're receiving it as a Vector employee and you feel pressured to favour that company over others as a result. If that's the case, politely decline the gift. If you're at the party as a Vector representative and the prize/gift is over \$200 in value, you must let your manager know and record it in the gift registry by emailing details to CompanySecretary@vector.co.nz.

Q: I helped a supplier with some work and they have given me a box of chocolates and a \$250 gift card, can I keep them?

A: You must've done a great job for the supplier to be rewarded – well done! If accepting the gift gives you the feeling that you're being asked to give preferential treatment to this supplier, then politely decline, as that's a bribe. If you see it as a kind gesture, tell your manager and if they okay it, you can keep the gift. Don't forget, for all gifts over \$200 in value, email the details to CompanySecretary@vector.co.nz so it can be added to our gift register.

Q: It's Christmas time and I want to give all of our customers a case of wine. Is this ok?

A: 12 bottles of expensive wine might not be ok. This might put the customer in an awkward position and they might feel that their ability to make decisions is compromised with expensive gifts. Your manager needs to approve the giving of gifts and any gift over \$200 in value needs to be added to our gift register so email the details to CompanySecretary@vector.co.nz

Compliance with laws, regulations, rules and policies

We comply with all applicable laws, regulations, industry standards and policies. These include:

- (a) applicable legislation, regulations, rules, and local authority by-laws;
- (b) all statutory and internal disclosure requirements;
- (c) any applicable voluntary codes appropriate for Vector to adhere to;
- (d) all Vector policies and standards; and
- (e) obligations in employment agreements and any obligations you owe on behalf of Vector

Insider trading

We're a publicly listed company on the NZX (New Zealand's stock exchange) which means we're obliged to operate under strict rules regarding information disclosure. We will disclose any information that may have a material effect on the price of Vector's traded shares and other securities to the markets promptly and without delay, unless a relevant exception in the NZX Listing Rules applies. All market disclosures must go through the right channels, contact the legal team, the company secretary or the Chief Financial Officer. Any person who becomes aware of information that is, or may be, Material Information must report it to the disclosure committee promptly and without delay so the committee can take appropriate action.

Many of us come across information which, if made public, could affect Vector's share price. This is 'material information' and we don't trade or advise others to trade in Vector shares or other securities (eg bonds) while we are in possession of 'material information' before it is made public, as to do so is a criminal offence.

Q: If I'm involved in a project for Vector which deals with sensitive information which could affect Vector's share price if made public, can I talk to my partner about this?

A: This could be material information and you should not share it.

External communications and social media

Many of us will need to communicate with external people and organisations as part of our roles. Everything we do, say, and write, and everything our customers or our stakeholders say about us, can impact our reputation.

If you're contacted by the media, you'll need to direct them to the communications team. They're responsible for Vector's day-to-day contact with the media.

When you use social media and/or email as a Vector employee (or where you could reasonably be identified as a Vector employee) make sure you take the time to evaluate the accuracy and truth of your message, and how it might impact Vector, our customers and our stakeholders, before you post or send it. If you wouldn't want what you've written to appear in the media, then hit the delete button.

You can find out more about representing Vector externally, including how to handle requests for endorsements and what to do if you are invited to speak at an external event, in our Representing Vector Externally Policy.

Delegated authorities

At Vector, authority is delegated to specified employees to make financial or other commitments for Vector. Vector employees who have authority delegated to them act only within that limit, and only make commitments that are directly related to their business unit and role.

Q: What if I can't work out who has the delegated authority to sign a time-pressured contract as the Delegated Authority Framework (DFA) is vague on a certain point? Can I tell my manager he/she has authority so the deal can go through, to Vector's benefit?

A: Even if it will hold up the deal, it's important to be clear on who can sign the agreement. It's considered serious misconduct to breach the DFA and it's dishonest to advise someone that they are ok to sign a document when they are not authorised to do so. You can ask for guidance from the DA Committee by emailing DACommittee@vector.co.nz.

Proper use of assets

We protect and appropriately use Vector's resources, corporate information, and assets. These include property, financial resources, network assets and other equipment (such as cars, mobile phones and computers). We use our best efforts to protect assets from loss, damage, misuse, waste and theft.

Q: If I'm planning a holiday, can I use my work laptop to book flights and hotels?

A: Yes, your work laptop and your work phone can be used for "reasonable personal use" and these personal tasks should be done during your breaks or after working hours.

Q: I'm moving to a new house this weekend and need to use a trailer, but my car doesn't have a tow bar. Can I book an offsite meeting on Friday afternoon and take a pool car, so I can use it to tow the trailer on the weekend?

A: No sorry, pool cars are for work use only.

Our policies

For further information, you can refer to our:

- [Conflicts of interest guide](#)
- [Cyber and information security policy](#)
- [Procurement policy](#)
- [Securities trading policy](#)
- [Continuous disclosure policy](#)
- [IT acceptable use policy](#)
- [Privacy policy](#)
- [Delegated authorities framework](#)
- [Group data & information management policy](#)
- [Expense management policy](#)
- [Legal compliance policy](#) and
- [Representing Vector externally policy](#).

If anything about these expectations are unclear to you, you should speak to your manager, the people team or the legal team for advice.

Help, advice and raising concerns

We all need guidance in some situations, as every situation is different, and no code, policy or standard can cover everything. If you are ever in doubt about how to do the right thing, you should seek help or advice from someone at Vector who is authorised to help and support you.

We know it can feel difficult to raise concerns – it's normal to feel unsure about speaking up if we're not 100% certain about something. You can seek advice on any issue from your manager, people team (HR.Askus@vector.co.nz) or the legal team (CompanySecretary@vector.co.nz) at any time.

If you become aware of an actual or potential breach of this code or of any law, regulation, Vector policy or any other misconduct or wrongdoing, report it to your manager, the people team, the legal team or raise the issue to Sonder, Vector's employee wellbeing service provider. More information about Vector's whistleblower process can be found in the Whistleblower Policy.

Non-retaliation

We support employees who, in good faith, report any serious wrongdoing. We do not tolerate behaviour that discourages the reporting of a breach and we have a zero-tolerance policy for retaliation and discrimination against those who come forward to report wrongdoing or suspected wrongdoing. To the extent possible, we will protect and support the person making the report and keep their identity confidential, whether or not action is taken.

We adhere to whistleblowing procedures. For further information, you can refer to the Protected Disclosures (Protection of Whistleblowers) Act 2022, the [Whistleblower Policy](#) and the [Fraud Control Policy](#) and Guideline.

When it's not OK

When we choose to work at Vector, we choose to be responsible for consistently demonstrating our behaviours in a way that is consistent with our code and asking for advice when we are unsure.

If actions, decisions or behaviours do not meet the expected standards outlined in this code, your employment agreement or our policies, we may investigate the circumstances and, if it is deemed to be misconduct or serious misconduct, it may result in disciplinary action, including the potential for termination of employment.

Misconduct

Misconduct is unacceptable or irresponsible actions, behaviour or omissions. Examples of misconduct include (but aren't limited to):

- Failure to report a work-related accident or incident.
- Disrupting the workplace by acts of undesirable behaviour and/or intentional misuse of time, equipment, facilities or resources, preventing or disrupting another employee from carrying out their duties.
- Poor timekeeping, including failure to notify your manager/team leader of lateness or absence in a timely manner.
- Leaving the work site or taking unauthorised or extended breaks regularly without informing the manager/team leader, if required to do so.
- Acting in a negligent, careless or insolent manner in carrying out the role, or consistent inefficiency or incompetence in the performance of the role.
- Unsatisfactory attitude or lack of cooperation.
- Failure to follow Vector's standard policies, practices and procedures.
- Failure to act, dress, or communicate in a professional manner.
- Inappropriate use of social media, including use that may misrepresent Vector or impact its reputation.

Serious misconduct

Serious misconduct is labelled 'serious' because it can have the effect of destroying or undermining the relationship of trust and confidence between you and Vector. Without this trust and confidence, the employment relationship can't continue. Serious misconduct usually involves acting deliberately, however, there may be circumstances in which careless acts can also amount to serious misconduct.

Examples of unacceptable behaviours which constitute serious misconduct include (but are not limited to):

- Serious breach of Vector's policies and procedures.
- Misappropriation of Vector's physical property or intellectual property, or misappropriation of another employee's property.
- Dishonest conduct, being the wrongful and fraudulent taking or conversion of money, property or other things of value, or material misrepresentation or deceit.
- Unlawful use of, willful damage to, or neglect of Vector's property, another employee's property, or another person's property.
- Refusal or failure to undertake the duties of the position held or to carry out the reasonable and lawful instructions of your manager/team leader.
- Physical outbursts, shouting, verbal abuse or intimidation of another employee, customer, supplier or client on company or client premises, or at company functions. This also extends to non-work hours if the incident has the potential to detrimentally affect the working relationship.
- Discrimination, bullying, harassment of any kind, including sexual or racial harassment of employees, customers or visitors to Vector.
- Abuse of sick or bereavement leave, or unauthorized absence from work during a period for which a request for leave has been declined.
- Any misrepresentation, misleading, or deceptive behaviour.
- Breach of confidentiality.
- Conviction of a criminal offence (other than a road traffic offence for which a non-custodial penalty is imposed).
- Breach of Vector's Health and Safety policies, including reporting for work under the influence of drugs and/or alcohol, and behaviour endangering the safety of yourself or others.

More information can be found in the [Performance and Conduct Policy](#) and the [Preventing Bullying and Harassment Policy](#).