



# Code of Conduct

Making sure we always  
do the right thing

# Contents

<b>1</b>	Introduction from the Chief Executive	3
<b>2</b>	Who is our Code of Conduct for?	4
<b>3</b>	Our mission statement	5
<b>4</b>	Our purpose and values	6
<b>5</b>	Principles of ethical behaviour	6
<b>6</b>	Compliance with laws and regulations	7
<b>7</b>	Policies and guidance	
7.1	Health and safety	8
7.2	Environment	10
7.3	Inclusion and equal opportunities	12
7.4	Use of Stagecoach property and information technology	14
7.5	Share dealing and the control of inside information	16
7.6	Protection of information	18
7.7	Communications	20
7.8	Tax	23
7.9	Tax evasion	24
7.10	Bribery	26
7.11	Facilitation payments	28
7.12	Gifts and hospitality	30
7.13	Conflicts of interest	32
7.14	Political lobbying and donations	34
7.15	Personal political activity	36
7.16	Community investment and charitable activities	37
7.17	Competition law	38
7.18	Suppliers	40
<b>8</b>	'Speak Up' our whistleblowing policy	42
8.1	Reporting	43
<b>9</b>	Joint ventures and associates	44
<b>10</b>	Questions, advice and further information	44
<b>11</b>	Conclusion	46

## 1. Introduction from the Chief Executive



**Thank you for your continuing commitment to doing the right thing.** We take our corporate responsibilities seriously here at Stagecoach and the responsible way we do business is firmly embedded in our culture.

From our approach to safety and the environment, to how we treat our people, our customers, our local communities and other key stakeholders, we have a very clear set of values. We're one team, working together, always looking for new ideas and opportunities, keeping things simple, and taking pride in how we serve our customers and treat our colleagues. In short, we're always focused on doing the right thing.

Our Board of Directors expects all officers, employees and representatives of Stagecoach (and businesses for which Stagecoach has management responsibility) to maintain the correct values and behaviours. Our Board remains committed to maintaining the right processes, controls, governance and culture to facilitate appropriate values and behaviours.

This Code of Conduct confirms our core values and policies in a number of areas: how we deal with our employees, suppliers, customers, competitors and the wider communities in which we work. It sets out the Group's principles of business conduct and the standards that the Stagecoach Group plc Board of Directors expects all officers, employees and representatives of Stagecoach to follow, regardless of location or role. This Code of Conduct applies to all of our businesses, regardless of the location or the nature of our

transport services, and is in addition to wider laws and regulations.

The information contained in this guide should help you to decide how to act if you are ever in doubt. We cannot describe every scenario you might face, but we can set out the principles you should abide by. I urge you to read and consider this document carefully and to use it to guide your corporate behaviour.

It is one thing to have a vision, but how that vision is implemented is equally important. We are continually striving to improve our policies, practices and service delivery to make an increasingly positive impact on society and the environment. Building trust with our stakeholders in the wider community is vital, and providing clear information on our progress and performance is part of that process. Do not let complacency put you at risk of breaking the rules and creating unacceptable risk for you, your colleagues or Stagecoach. If you have any concerns about how to act, the Code of Conduct also provides information about where you can seek support, help and guidance.

Once again, thank you for continuing to do the right thing.

**Martin Griffiths**  
Chief Executive

## 2. Who is our Code of Conduct for?

### Your individual responsibilities

The Code of Conduct is for you, whether you're an officer, employee or representative of Stagecoach.

It sets out how you should operate, without exception. Whatever your role within Stagecoach, we expect you to follow the Code in the work you do every day.

Contractors, consultants, agents or anyone working on behalf of, or in the name of, a Stagecoach company are required to follow the Code too. Independent contractors and consultants must be made aware of the Code as it applies to their dealings with our staff.

#### We expect you to:

- Understand the risks in your role and how to manage them;
- Seek advice when things are not clear;
- Complete assigned ethics and compliance training on time; and
- Report any suspected violations of the Code.

#### And if you're a manager, you're required to:

- Ensure this Code of Conduct is made available to, explained to and understood by employees;
- Promote the standards, values and behaviours set out in this Code of Conduct;
- Provide guidance and advice to those you manage on how best to achieve the standards, values and behaviours set out in this Code of Conduct;
- Monitor compliance with this Code of Conduct;

- Ensure your staff complete assigned ethics & compliance training on time;
- Ensure relevant third parties are aware of, and comply with, the standards, values and behaviours set out in this Code;
- Be alert to any breaches of the Code and encourage your team members to speak up if they know or suspect a breach;
- If told of a possible breach, report it to one of the contacts listed in Section 8.1 of this Code; and
- Ensure reported concerns are kept confidential and never take it upon yourself to investigate the matter.

#### Regardless of your role, we expect everyone to:

- Understand the Code. Comply with it, and the law, wherever you are.
- Use good judgement and avoid even the appearance of improper behaviour.
- If you are ever in doubt about a course of conduct, ask yourself:
  - Is it consistent with the Code?
  - Is it ethical?
  - Is it legal?
  - Will it reflect well on me and the Company?
  - Would I want to read about it in the newspaper?

If the answer is 'No' to any of the above questions, **don't do it.**

Whilst we've tried to capture many of the situations you may encounter in this document, it can't cover them all. If you're still uncertain, then please ask for guidance from your manager, the People Team, Legal or Compliance or use the Group's whistleblowing service.

#### What happens if I violate the Code?

Unfortunately, violations of the Code and supporting policies do happen and can result in disciplinary action, up to and including dismissal. In some cases, we may need to report the breach to the relevant authorities, which could lead to legal action, fines, imprisonment and a criminal record.



## 3. Our mission statement

Stagecoach is committed to being a market-leading public transport business with long-term growth prospects based on high-quality services and investment in innovation.

**Our vision is to create sustained shareholder value and share our success with our people, our customers and our communities.**

## 4. Our purpose and values

### Our purpose

We strive to be a trusted and successful public transport business and a respected community partner. We do this every day by supporting our people to deliver a great personal travel experience for our customers, and create sustainable growth for our investors and our communities.

### Our values

These are the five shared values that drive our people and the brands they represent across our business.

#### We're go getting

We always look for new opportunities and ideas that drive our business forward and create great experiences for our customers.

#### We do the right thing

We treat our colleagues, our customers and our environment with warmth, honesty and respect.

#### We're in it together

We're stronger together. We are one team who believe and trust in one another, where everyone's contribution is valued.

#### We keep it simple

We're at our best when we keep things simple. We strive for clarity at every stage, removing complication wherever we find it.

#### We care

We take pride in caring for every one of our customers and colleagues every single day.

## 5. Principles of ethical behaviour

We expect all officers, employees and representatives of Stagecoach to adhere to the Group's core principles of ethical behaviour, which are:

**Honesty and integrity:** We each act with honesty and integrity.

**Accountability:** We each take responsibility for our own actions.

**Respect:** We each respect other individuals and treat them with dignity and thoughtfulness.



## 6. Compliance with laws and regulations

We are committed to complying with all relevant laws and regulations in the locations in which we operate. So, it's important that Stagecoach's officers, employees and representatives understand how these laws affect their own individual work responsibilities.

We also expect you to protect and maintain our good reputation and to demonstrate a high standard of integrity, responsibility and professional conduct in your dealings with customers, suppliers, competitors, fellow employees and other stakeholders, such as Government and public sector bodies.

Where laws and regulations are less restrictive than this Code of Conduct, then this Code of Conduct should still be adhered to.

Compliance with laws and regulations includes compliance with competition laws and regulations. A fair and competitive free market is essential for a modern and successful economy. We will continue to compete vigorously to win new business, protect our

markets and attract more people to the benefits of public transport.

We believe the strengths of our innovation, the value-for-money of our services, the operational expertise of our managers and the customer service of our frontline teams is what gives us a competitive advantage.

Another of our strengths is our compliance with relevant competition law. Holding discussions with competitors about fixing prices or dividing up markets is illegal and strictly forbidden. That's why we have a Competition Law Compliance Manual and a designated Competition Compliance Officer, our senior legal counsel, to ensure no one falls foul in this area.

Compliance with laws and regulations also includes compliance with anti-corruption laws and regulations. Further guidance on our policy in this area is set out on the following pages.

# 7. Policies and guidance

## 7.1 Health and safety

### Our policy

We are committed to maintaining a proactive culture that puts health and safety at the top of the agenda. That's why we promote a culture of co-operation and open communication in which every opportunity is taken to learn from actual, and potential, failures of health and safety arrangements.

We're also committed to further improving the level of safety performance in areas where health and safety is already well managed and to strengthening areas where improvement opportunities have been identified.

### Background and further guidance

We have a Group-wide proactive culture that ensures the health and safety of our customers, employees and others is a top priority.

A breach of these regulations could result in criminal and / or civil legal proceedings, fines and potential loss of contracts and licences to operate.

As a major public transport operator, a commitment to the highest standards of safety is at the heart of our business. We strictly adhere to legislative regulations in all areas of operation.

Health and safety is monitored across the Group and immediate action is taken to address any issues in business processes. A senior executive has specific responsibility for safety issues across the Group and the Stagecoach Group plc Board of Directors is updated on safety matters at each of its meetings.

We also have a Health, Safety and Environmental Committee that considers health, safety and environmental issues and reports to the Board on these matters. A non-executive director chairs this Committee.

Safety matters are also considered at management meetings of each of the Group's businesses. Employees are provided with appropriate health and safety training and are encouraged to report any such concerns internally or through CIRAS, the confidential reporting system, via the CIRAS website [www.ciras.org.uk](http://www.ciras.org.uk)

We also expect suppliers and contractors to have a similar commitment to complying with appropriate regulations in this area.

### Further resources

The Group's Health, Safety and Environmental Committee has established a Strategic Safety Framework that applies across the Group.

[www.stagecoach.com/about/managing-the-business/governance/strategic-safety-framework](http://www.stagecoach.com/about/managing-the-business/governance/strategic-safety-framework)

Further information on our approach to safety can be found in our Annual Report and on our website at: [www.stagecoach.com/sustainability/safety-health](http://www.stagecoach.com/sustainability/safety-health)

### Practical example

**Q: The manager of the bus depot where I work told me to ignore the company policy on working in inspection pits because it slows down the work. I don't agree with him. What should I do?**

**A:** Never ignore health and safety policies as you could jeopardise your own safety and/or that of others. Try discussing the matter with the manager first. If the matter isn't resolved or you're uncomfortable discussing it with your manager, then speak to a more senior manager or report the matter via the Group's whistleblowing service (see section 8) or by contacting CIRAS at [www.ciras.org.uk](http://www.ciras.org.uk)



### Practical example

**Q: I saw a colleague sign off on a vehicle inspection report when he hadn't actually done the work. What should I do?**

**A:** A potentially unsafe vehicle should never be released back into operation. You should report what you saw to your manager. Signing off a report when the inspection had not been done would be considered falsifying records and would be a breach of our Code of Conduct.

### Practical example

**Q: I suspect a work colleague has a drug problem and I'm concerned about her. What should I do?**

**A:** You must never compromise when it comes to the safety and well-being of either our staff or our customers. Share your concerns with your manager, or speak to a member of the People Team, to give us the opportunity to address the issue.

## 7.2 Environment

### Our policy

We're passionate about the environment, so much so that we're constantly improving the environmental management of our operations to reduce their impact and help us build a sustainable business.

### Background and further guidance

We work hard to make sure our transport operations are as sustainable as possible. That's why we provide support and training for employees to ensure compliance

with legislation, as well as effective waste management, improved energy consumption and environmental performance.

Our Sustainability Strategy sets out our commitment to good environmental stewardship and has put in place stretching targets. We are focused on reducing emissions, cutting water and energy consumption, minimising waste and identifying opportunities for recycling.

### Further resources

Our Sustainability Strategy is available on our website at:

[www.stagecoach.com/media/resources-library/publications/corporate-policy-documents](http://www.stagecoach.com/media/resources-library/publications/corporate-policy-documents)

Further information on the Group's approach to environmental matters can be found in our Annual Report at <https://www.stagecoach.com/annualreport2019.pdf>.

### Practical example

**Q: I understand we want to be seen to be environmentally friendly but how does this affect me on a day-to-day basis?**

**A:** The environmental challenges that face our societies need each of us to do what we can to make a difference. In our work life, simple things like switching off IT equipment, switching off lights, recycling and reducing waste can contribute to making a difference.

### Practical example

**Q: There has been an oil spill from a vehicle at my depot. What should I do?**

**A:** The oil spill should be dealt with and reported in accordance with your depot's environmental procedures. If you are in any doubt about these, please immediately discuss the matter with your manager. Certain types of health, safety and environmental incidents will also need to be reported to external parties such as the Health & Safety Executive.





## 7.3 Inclusion and equal opportunities

### Our policy

All people should be treated fairly and with respect.

### Background and further guidance

Our people are central to the success of our business and we're committed to providing a working environment that treats all individuals fairly, with respect and values their contribution.

We invest significant time and resources to ensure we have the right people in place to deliver what our customers seek. The processes for employing individuals and suppliers are based on criteria centered on their skills and their ability to do the job.

We have a proud and strong commitment to equal opportunities in terms of recruitment, remuneration and promotion. As a major employer, we recognise the need for ongoing training and development for all our employees,

not just so people can do their jobs, but also so they can develop individually.

We also recognise the fundamental civil, political, economic and social human rights and freedoms of every individual and strive to reflect this in our business.

We do not tolerate discrimination or harassment of any kind based on disability, gender, gender re-assignment, sexual orientation, religion, belief, age, nationality, race or ethnic origin.

Unwelcome or inappropriate conduct is treated extremely seriously. All our employees are expected to treat their colleagues with respect and not engage in any inappropriate behaviour. We are fully committed to looking after our employees and investigating any complaints and taking appropriate disciplinary action where necessary.

### Further resources

Each of our business units has employment policies in place appropriate for that unit. Further details of these can be obtained from your manager or the People Team.

### Practical example

**Q:** I'm recruiting a new member for my team. Although I don't plan to specify any age requirements in the job advertisement, I'd like to recruit a young person as I think a young person will bring greater enthusiasm and drive to the business. Is this ok?

**A:** We don't tolerate discrimination based on age, whether explicit or implicit, and indeed such behaviour is illegal in some jurisdictions including the UK. It is not acceptable to discriminate amongst candidates for a position based on age even if this is not explicitly stated.

### Practical example

**Q:** A work colleague has emailed an inappropriate sexist joke to me and some other people in my department. I find it offensive but I don't know if I should approach my colleague with my concerns. What should I do?

**A:** We all have an obligation to ensure we have a great place to work for everyone and offensive behaviour is not acceptable. If you feel uncomfortable speaking to your colleague directly, speak to your manager in the first instance, who can deal with the matter confidentially, if you would prefer.



## 7.4 Use of Stagecoach property and information technology

### Our policy

All officers, employees and representatives of Stagecoach must use the Group's property and information technology (IT) appropriately and responsibly.

### Background and further guidance

All officers, employees and representatives of Stagecoach are responsible for safeguarding and using the Group's property and other assets appropriately. Everyone should ensure physical assets are not lost, damaged, misused or wasted. We must protect Stagecoach against abuse, fraud, theft, misappropriation, infringements and other forms of misuse and should ensure that assets are not loaned, transferred, sold, donated, scrapped or otherwise disposed of without proper authorisation. These responsibilities equally apply to other parties' assets which Stagecoach's officers, employees and representatives have access to.

You must only use your corporate credit card for reasonable and approved business expenses.

We supply you with IT and electronic communications so you can conduct your work in a secure and compliant manner. IT and telephone equipment is intended for business use only. We permit some use of equipment for personal purposes in certain circumstances and providing such use does not contravene any business unit policies, laws or regulations.

Officers, employees and representatives have a duty to ensure IT systems are kept secure and used responsibly. This includes responsible use of the Internet, social networking groups and e-mail. Our IT systems must not be used to visit inappropriate internet sites or to send inappropriate e-mails.

We may monitor the use of IT systems to ensure compliance with our policies.

### Further resources

More information on IT policies, such as Internet use, can be found in the IT Acceptable Usage and Information Security policies.

The Group Authorisation Policy specifies delegated authorities for asset acquisitions and disposals.

(Copies of the above policies are available from any of the contacts listed in Section 8.1).

### Practical example

**Q: May I access the Internet to do my personal online shopping at work using my work computer?**

**A:** Occasional access to the Internet using work IT equipment is generally acceptable, subject to local IT policies and constraints.

### Practical example

**Q: I'd like to use the Group's paper, printers and photocopiers to create posters for a sports competition that I'm arranging. I don't envisage this costing much. Is this ok?**

**A:** IT equipment and other resources are intended for business use only, although we may allow some use of equipment for personal purposes in certain circumstances and providing such use does not contravene any business unit policies, laws or regulations. You should discuss your request with your manager.





## 7.5 Share dealing and the control of inside information

### Our policy

Inside information about Stagecoach Group must be properly safeguarded and no individual should profit from undisclosed price-sensitive information.

### Background and further guidance

The ordinary shares and bonds of Stagecoach Group plc are listed on the London Stock Exchange and we are committed to strict compliance with regulations governing publicly listed companies.

Officers, employees and representatives may come into contact with sensitive and confidential information during the course of exercising their responsibilities. This information must be used solely for the purpose of carrying out their respective duties.

The use of inside information – particularly material of a market-sensitive nature – for personal gain, or for the profit of others, is both unethical and illegal.

For example, directors and employees must not disseminate information about the Group on internet message boards for personal gain or to the detriment of the business. Stagecoach maintains a list of employees whose dealings (and those of immediate family members) in the Company's shares are restricted and subject to authorisation.

We have a long-standing policy of providing full, clear, fair, accurate and timely disclosure of corporate and financial information. This information is made available on the same equal basis to all of our stakeholders and we are committed to complying with both the spirit and the letter of the law.

### Further resources

We have issued detailed guidance on dealing in our securities and the control of inside information. Please refer to the Share Dealing Policy, Control of Inside Information and Share Dealing Code (available from one of the contacts listed in Section 8.1).

### Practical example

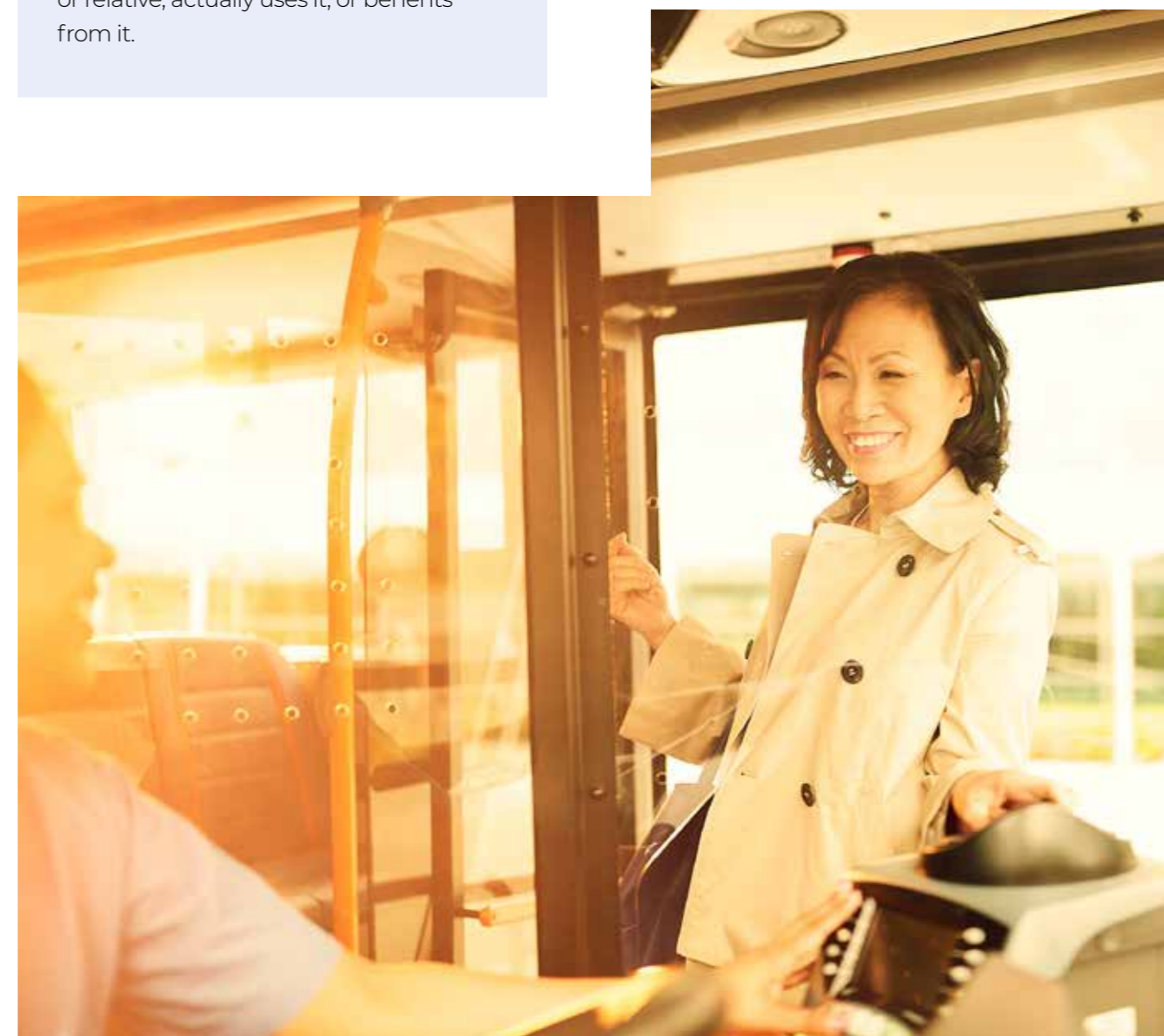
**Q:** My friends and family always ask me about Stagecoach and whether they should buy shares in the company or not. Normally, I'll tell them what I know about our business and advise them to buy shares. Is this a problem?

**A:** The rules regarding inside information apply equally to whether you buy/sell shares yourself or if you give the information to someone else. You could be in breach of securities laws simply for sharing material non-public information, regardless of whether or not your friend, or relative, actually uses it, or benefits from it.

### Practical example

**Q:** I have been involved in an exciting project to sell a major part of the Group's business. The disposal has not yet been announced but the announcement is imminent. Is it okay to discuss this with a close friend?

**A:** You should never discuss potential acquisitions and disposals that involve the Group with people outside of the team working on the transaction.



## 7.6 Protection of information

### Our policy

We respect the privacy rights of our staff, customers, suppliers and business partners and are committed to managing personal data in a professional, lawful and ethical way. We protect confidential information we receive from parties such as customers and employees. Any information that is confidential, or proprietary to the Group, must also be protected.

### Background and further guidance

We will ensure that all personal information is controlled in accordance with our policies as well as applicable laws and regulations. Personal information has a wide scope and includes names, addresses and contact details, such as e-mail addresses, for our customers and employees. More private information, such as health data, race or ethnic origin or trade union membership is sensitive personal data and subject to more stringent requirements.

Employees with access to personal information must ensure it is accurate and only use it for legitimate legal or business purposes and only hold the information for as long as is necessary to carry out a specific legal or business task.

### Further resources

You should refer to the Group Data Protection Policy for further information on the handling of personal data.

You must take adequate steps to protect such information from access by persons who do not need to have access to it and to protect data from loss.

Particular care should be taken when transferring data outside the Group. Any data loss must be notified as soon as possible to the Data Protection team at: [UKBus.datacontroller@stagecoachbus.com](mailto:UKBus.datacontroller@stagecoachbus.com)

In addition, we have appointed a Data Protection Officer, who is responsible for dealing with the Information Commissioner's Office in the UK and who can be contacted for advice at: [dataprotectionofficer@stagecoachgroup.com](mailto:dataprotectionofficer@stagecoachgroup.com)

The unauthorised use or disclosure of intellectual property or information proprietary to the Group, or others, is not permitted. Such unauthorised use, or disclosure, of information could damage the Group's relations with others, harm our reputation and leave us at significant risk of legal action.

### Practical example

**Q: I'm a marketing manager and I've volunteered to teach a marketing course at a local college. I think the students would benefit from a discussion on how we have developed several marketing campaigns. Can I discuss this work in class?**

**A:** Only with prior approval from your manager. The development of marketing campaigns is a Company work product and asset. Much of this work may be proprietary and may not be appropriate to reveal to anyone outside of the business.



### Practical example

**Q: I'm recruiting to fill a job vacancy. During the recruitment process people will be completing application forms and giving personal details including their e-mail address. I'd like to include these addresses in our next marketing campaign. Can I do this?**

**A:** E-mail addresses are personal information. You should only capture personal information that is relevant for the purpose of recruitment for the particular role. If you wish to use the information collected for other purposes, such as a marketing campaign, you should state this clearly and seek the candidate's consent to this when collecting that information. Such consent should be freely given and not be a condition of applying for the role.

During recruitment, you should not collect information from all candidates if that information is needed only for successful candidates, such as bank details. You should only hold information for as long as it is required and should then destroy it in a secure manner. The Group's Data Protection Officer can provide more detailed guidance in this area.

## 7.7 Communications

### Our policy

Each officer, employee and representative of the Group should avoid engaging in communications that are illegal, would be a breach of other elements of this Code of Conduct or might (by associating personal comments with the Group or portraying them as the Group's views) bring the Group into disrepute.

### Background and further guidance

Everything our people say, and what others say about us, can impact our reputation. That's why we all have a duty to communicate responsibly. Communications can take many forms and include conversations, use of e-mail, use of social networking sites and interaction with the media.

Officers, employees and representatives of the Group will engage in many communications, much of which will be of no relevance to the Group. Whichever media you use, either within Stagecoach, externally or on social media, we expect you to follow the Group's rules on disclosure and business communications, including the additional rules that apply to e-mail and social media.

We have specific internal specialists who have approved roles to manage communications with media, government, investors and other stakeholders on a day-to-day basis. Enquiries from these stakeholders should be directed to the appropriate team. Individuals may, of course, communicate on other matters with such groups, but should not claim to be, or give the impression of, communicating on behalf of the Group.

Each individual has a private life outside of work and we respect your right to manage your own personal affairs and to express your own opinions. However, individuals must not disclose

information about our business activities unless authorised to do so. This applies to the things said, as well as anything in writing.

Any form of communication by an officer, employee or representative of the Group must not:

1. Create the potential for actions for defamation, discrimination, breaches of copyright, data protection or other claims for damages against the Group.
2. Bring the Group into disrepute (by associating personal comments with the Group or portraying them as the Group's views). For example, by associating the Group with material of an illegal, sexual or potentially offensive nature.
3. Associate or use the Group to promote an individual's personal financial interests, commercial ventures or personal campaigns.
4. Be in an abusive or hateful manner.
5. Breach the Group's other policies and procedures.

You must not use personal social media accounts for disclosing confidential business information or other business purposes.

Whether or not you choose to engage in social media for personal purposes is your decision and not a business decision. However, social media activities that affect an employee's job performance, the performance of other employees or our business and reputation are governed by this Code of Conduct, whether or not such activities are undertaken through an employee's personal social media account. You can only use Stagecoach approved social media channels for business use if you are an approved user and have received the required training.

### Practical example

**Q: I can get an early start on my day by returning calls during my train journey to work. Is this a problem?**

**A:** You must not discuss confidential company information in public places where others may overhear you, such as taxis, elevators, conferences or trade shows. When it is necessary to conduct a telephone call in a public place, be aware of your surroundings.

### Practical example

**Q: I saw a blog post that's critical of our company and contains inaccurate information about one of our bus routes. I know the facts about that particular service and want to set the record straight. Is it ok to post a response online?**

**A:** No. Unless you're an authorised Stagecoach spokesperson you shouldn't respond. Instead you should notify the Communications Team and let them deal with the situation.

### Practical example

**Q: I was contacted by the media about a rumoured acquisition. I've heard discussions in the office about the deal and sharing what I've heard might boost our company's share price. Can I tell the reporter what I know?**

**A:** No. Unless you are an official Stagecoach spokesperson, you must not comment on the rumour. The information you have may be incorrect, incomplete or could even constitute material inside information and is best addressed by an official company spokesperson.



## Practical example

**Q: I met a person on holiday who works for a competitor and who has been open about safety failures at the company he works for. He has asked me about our safety record and I'm considering giving him my views because I don't want to appear rude in refusing to answer his questions. Is this ok?**

**A:** You can tell someone information that is already in the public domain about the Group. For example, certain information about our safety record is provided in the Annual Report and it is acceptable to refer to that or repeat that. It is not acceptable to disclose confidential information or to express personal opinions that might bring the Group into disrepute. Caution should also generally be exercised when communicating with an individual whose identity you have not verified – how can you be sure, for example, the person you met on holiday is who he claims to be?

There may be instances where it is necessary to disclose information about our safety record, for example, to a regulator under the operation of law or regulation.

### Further resources

**Section 7.5** of this Code of Conduct provides further information on share dealing and the control of inside information.

**Section 7.6** of this Code of Conduct provides further information on the protection of information and the importance of confidentiality.

**Section 7.15** of this Code of Conduct provides further information on personal political activity.

## Practical example

**Q: I suspect that a colleague has taken gifts from a supplier in exchange for continuing to give them contracts even though their prices are not competitive. I think I should highlight my suspicions but because I think my manager is part of the problem I don't want to tell her. I intend to post my suspicions on Blink. Will this be ok?**

**A:** We don't tolerate behaviour of the type outlined above. However, highlighting your suspicions through social media could place you in difficulty if your suspicions are in fact not well founded. You should use the Group's whistleblowing service to highlight this kind of problem. In this way, your suspicions can be properly investigated at the appropriate level in the business and you will not be putting yourself at risk of claims from the person that you suspect.



## 7.8 Tax

### Our policy

We are committed to being a responsible and transparent taxpayer, paying the right amount of tax in accordance with the laws and regulations of the countries in which we operate.

### Background and further guidance

As a good corporate citizen, we seek to be a responsible taxpayer. Our approach to conducting our tax affairs and dealing with tax risk is underpinned by high standards and ethical business practice. Our Board is committed to maintaining the right processes, controls, governance and culture across our businesses to facilitate these values and behaviours.

The continuing success of our business means that Stagecoach and our employees pay significant sums each year in personal tax, corporation taxes and other business-related taxes. These contributions, together with other significant payments we make to government, help fund vital public services used by citizens and support thriving local communities.

We manage our tax affairs on a Group-wide basis, taking account of the applicable legislation and regulations in each of the jurisdictions in which we operate. Our objective is to:

- Pay the correct amount of tax in accordance with relevant laws and regulations, minimising the Group's exposure to interest and penalties;
- Maintain a strong and open working relationship with tax authorities;
- Apply a high level of professional care and diligence to managing tax risks.

We seek to minimise the tax cost of commercial business transactions by making use of available reliefs and incentives. However, we will not enter into tax structured arrangements with no commercial substance.

### Further resources

Further information on our approach to tax can be found on our website at:

[www.stagecoach.com/media/resources-library/publications/corporate-policy-documents](http://www.stagecoach.com/media/resources-library/publications/corporate-policy-documents)

## 7.9 Corporate criminal offence of failure to prevent the facilitation of tax evasion

### Our policy

We are committed to complying with the Criminal Finances Act 2017 (CFA 2017) which introduced a new corporate criminal offence of Failure to Prevent the Facilitation of Tax Evasion.

### Background and further guidance

CFA 2017 introduced a new corporate criminal offence of Failure to Prevent the Facilitation of Tax Evasion, with such an offence being punishable by an unlimited fine. There may be other knock-on impacts such as preventing a company from being awarded public contracts and other reputational damage.

A corporate body will be guilty of an offence if a person associated with that body, acting in their capacity as an associated person, facilitates tax evasion by another person. There is a defence if the corporate body had reasonable prevention procedures in place.

'Tax evasion' is conduct that constitutes the common law offence of cheating the public revenue, or the statutory offences of fraudulently evading taxes. Generally, this occurs when a person knows that they have a tax liability and forms a dishonest intention not to declare it.

The corporate criminal offence would arise when a person associated with Stagecoach facilitates tax evasion when acting in their capacity as an associated person.

'Associated persons' are employees, agents and other persons who perform services for or on behalf of Stagecoach. Therefore, as well as employees, we must take reasonable steps to prevent third parties acting on our behalf (e.g. subcontractors) and suppliers from being knowingly concerned in the facilitation of tax evasion.

### Practical example

**Q: During negotiations with a new supplier, the supplier has suggested to me that it would be possible to get a lower price if we were to make payment without the supplier having to issue an invoice. Is this acceptable?**

**A:** It is not acceptable to pay suppliers unless we are in receipt of a valid invoice. The lower price being offered for payment without an invoice is potentially because the supplier is not intending to include the payment in their reported revenue, thereby evading the payment of tax on that income. Any employee agreeing to such an arrangement could be facilitating the evasion of tax by the supplier and we could be liable to criminal prosecution under CFA 2017.



## 7.10 Bribery

### Our policy

We do not tolerate any form of bribery or inducements for any purpose whether directly or through a third party.

### Background and further guidance

All our officers, employees and representatives are prohibited from offering, promising or giving a bribe and requesting, agreeing to receive or accepting a bribe either in the UK or abroad. This includes a prohibition on bribing a foreign public official in order to retain or obtain business. We expect all of our officers, employees and representatives to take appropriate steps to prevent a bribe being paid by those who perform services for or on behalf of the Group.

Bribery is regarded as offering, promising or giving a financial or other advantage to another person intending to obtain, or retain,

a commercial advantage or to bring about an improper performance of, or a failure to perform, a relevant function of another person. We strictly prohibit any act that would constitute an offence under the UK Bribery Act 2010.

Any employee found to have bribed, attempted to offer a bribe or received a bribe may be summarily dismissed. No employee or representative of the Group will be disadvantaged by refusing to pay a bribe, even where such refusal results in the loss of business to the Group.

Any employee who is aware of any breach, or proposed breach of this policy, should report their concerns to Group Legal, Group Compliance or use the Group's whistleblowing service detailed in section 8 of this Code.

### Further resources

Our Board of Directors has designated the Group Compliance Manager to be responsible for oversight of the Group's anti-corruption programme. The Group Compliance Manager has the full authority of our Board to implement and monitor all programme activities. The Board remains committed to maintaining an anti-corruption culture throughout the whole Group.

Our Third Party Intermediary Engagement, Anti-Corruption Guidance Notes for Group Companies (available from the contacts in Section 8.1) should be considered when engaging any third party intermediary.

### Practical example

**Q: During our discussions regarding the provision of new buses by an overseas bus manufacturer, an official from the manufacturer has continually told us how keen he is to give each member of the purchasing team a certain brand of mobile phone. To maintain good relationships with the manufacturer, we think it would be a good idea to allow him to provide the brand of phone. Is this acceptable?**

**A:** It would not be appropriate to accept the gift of a mobile phone from the official. This is likely to be regarded as a bribe to secure the new bus contract and as well as not being permitted by us, it is illegal.





## 7.11 Facilitation payments

### Our policy

We do not permit the giving of 'facilitation payments' or 'grease payments' even in jurisdictions where these might be legally permitted or expected by local custom.

### Background and further guidance

A facilitation payment is a payment or gift that is usually made to a politician or government official to perform, or expedite, a particular procedure.

Legislation in some jurisdictions (for example, the US Foreign Corrupt Practices Act) permits the giving of facilitation payments but we do not permit these.

The Group also does not permit others to make facilitation payments on our behalf.

If a facilitation payment has been requested or made, you must immediately report it to your manager, Group Legal, Group Compliance or use the Group's whistleblowing service detailed in section 8 of this Code. A payment made in genuine fear of danger to life, or liberty, is not a facilitation payment but must be reported as if it were.

### Further resources

The main UK legislation governing this area is the Bribery Act 2010.

There are no specific exceptions under the Act for 'facilitating payments' for 'routine Governmental action' which are permitted under the US Foreign Corrupt Practices Act, and these are therefore illegal.

### Practical example

**Q:** A vehicle is being imported into a new market in which Stagecoach wishes to operate. All paperwork is in order and the import duties have been paid. Customs officials have requested an additional amount to be paid to them in cash to ensure that the vehicle may clear customs. I've agreed a roll out of the service in the new market with my manager and need the vehicle to clear customs. Can I make the payment?

**A:** Only legitimate taxes or duties may be paid. Seek confirmation from trusted advisers as to the legality of the payment demanded. If it is illegal, do not pay. We are committed to ensuring that we do not perpetuate the demand for facilitation payments. Payment would be a disciplinary offence. You will not suffer any prejudice for not paying the facilitation payment.

### Practical example

**Q:** A US advisor has told me that in certain jurisdictions it is normal practice to make 'grease payments' to local officials and that such payments are legal. The advisor has therefore suggested I authorise such a payment in connection with our business entering a new jurisdiction. Can I proceed?

**A:** Irrespective of the legal position in any jurisdiction, we don't permit facilitation or 'grease payments'. In the UK, 'grease payments' are illegal under the Bribery Act 2010.



## 7.12 Gifts and hospitality

### Our policy

Our officers, employees and representatives shall not seek or accept, offer or provide gifts to/from any other party that has, could have or might be perceived to have a business relationship, or potential business relationship, with the Group, unless the value of the gift(s) is clearly insignificant.

Similarly, our officers, employees and representatives shall not seek or accept, offer or provide hospitality to/from any other party that has, could have or might be perceived to have a business relationship, or potential business relationship with the Group, unless the hospitality is reasonable in terms of its frequency, nature and cost.

### Background and further guidance

It is important to do the right thing and to be seen to do it. For this reason, we discourage staff from accepting gifts and hospitality (G&H) from business partners, or offering G&H to them, especially those you would not be comfortable telling your manager, colleagues, family or to the public that you had offered or accepted. In particular, you should never allow G&H, either offered or received, to influence business decisions or give other people a reason to suspect there might be an influence.

We recognise, however, that hospitality is a component of many business relationships and can provide valuable opportunities for developing an understanding of a business partner's products, services, capabilities and/or objectives. Accordingly, the giving or acceptance of hospitality that is reasonable in terms of its frequency, nature and cost should not necessarily be seen as corrupt.

Any officer, employee and representative that is offered gifts or hospitality that he or she believes

is intended as a bribe should not accept the offer and should immediately report the offer to their manager, Group Legal or Group Compliance. Under no circumstances should any amount of cash be given or received by employees by way of gift or loan. Gift cards, gift certificates, loans, shares and share options are considered equivalent to cash and should never be given or received.

### Further criteria to consider are set out below.

- Gifts must be for the right reason. The gift must be an act of appreciation;
- Travel expenses must be for a bona fide business purpose;
- The receipt of the gift must not place the recipient under any obligation, influence their judgement or create a conflict of interest;
- The giving must not create any expectation in return. The gift must be made openly;
- Consider how third parties would view the gift if published;
- The size of gift should be small, or the reimbursement of expenses should be consistent with normal Stagecoach practice;
- The nature of the gift must be appropriate to the relationship and accord with local custom/practice;
- The gift must be legal;
- Any gift given must accord with the recipient organisation's Code of Conduct;
- The gifts must not be given frequently; and
- Consider the context and timing of the gift or hospitality. A gift made, or received, that might otherwise be acceptable may be unacceptable if received at, or near, the time when the recipient is to exercise his/her discretion with regard to a business decision.

Particular caution should be applied to the receiving, or giving, of gifts or hospitality from, or

to, government officials, politicians or individuals carrying out a regulatory or audit function in respect of the Group. Laws in certain countries entirely prohibit, or impose limits on the level of, hospitality or gifts that can be accepted by an official. These limits should never be exceeded.

It is also important to consider our policy on political donations and lobbying that is set out in section 7.14 of this Code. For example, it would not be acceptable for the Group to pay a fee for employees to attend a party-political dinner where the fee was a contribution to party funds.

### Practical example

**Q: I've been given an expensive gift during a business meeting and I know that, because of cultural differences, the person who gave me the gift would be offended if I refused it. I don't wish to jeopardise the business relationship by declining the gift. What should I do?**

**A:** You should immediately discuss the matter with your manager. Depending on the circumstances, you might be required to return the gift or it might be possible to make alternative arrangements such as seeking the provider's permission to donate the gift to charity.

### Further resources

Judgement is needed in dealing with the sensitive area of gifts and hospitality. This is an example of an area where it is much more preferable to be 'safe than sorry'. Therefore, where there is any doubt as to the acceptability of gifts or hospitality, the matter should be discussed with either your manager or one of the contacts listed in Section 8.1.

### Practical example

**Q: A supplier has offered me tickets to a concert that she can't attend. Can I take them?**

**A:** No. Even if the value of the tickets would otherwise be considered to be reasonable, the event doesn't offer you the opportunity to enhance your relationship with the supplier, or her company, as she will not be attending with you.

### Practical example

**Q: May I accept a business meal from a supplier?**

**A:** In most circumstances, modest and infrequent meals may be accepted. However, whenever a supplier pays for a meal, always consider the specific circumstances and whether your impartiality could be compromised, or appear to others to be compromised. Talk with your manager if you are unsure.

## 7.13 Conflicts of interest

### Our policy

Our officers, employees and representatives should seek to avoid actual, potential or perceived conflicts of interest as these may jeopardise their reputations as well as Stagecoach's. Where they have an actual, potential or perceived conflict of interest, they must protect themselves from any suspicion of misconduct by being transparent and disclosing it to their manager.

### Background and further guidance

Every individual has a private life outside the workplace and we respect officers', employees' and representatives' rights to manage their own personal affairs. However, officers, employees and representatives must not, without prior approval, engage in any activity that represents an actual, potential or perceived conflict between their personal interests and those of the Group.

Such unacceptable activity could involve showing favouritism in business dealings to family members or friends, taking any

unauthorised additional employment with another business or starting up a new venture where this creates a conflict of interest.

Officers, employees and representatives are expected to carry out their duties objectively and they have an obligation to report any actual, potential or perceived conflict of interest to their manager. Where circumstances dictate, Stagecoach ensures appropriate additional management controls are in place to protect the integrity of the business.

You must not let any decisions you make at Stagecoach be influenced by personal considerations such as relationships or outside interests of yourself, family or friends. You should withdraw from decision-making that creates an actual, potential or perceived conflict of interest, or could be perceived as creating one. If you are not sure whether such a conflict exists, you must consult your manager, Group Compliance or Group Legal.

### Further resources

Specific arrangements are in place to manage known conflicts of interest with a register being maintained by the Company Secretary of all Stagecoach Group plc Directors' actual, potential and perceived conflicts of interest.

### Practical example

**Q: I've requested various taxi companies to tender for the provision of taxi services. My wife holds a senior position in one of the taxi companies. What should I do?**

**A:** You should advise your manager of the potential conflict of interest. Even if you are satisfied that both you and your wife will act objectively and in the interests of your respective employers, others could subsequently perceive the situation differently. Your manager might be able to manage the conflict of interest by, for example, arranging for another employee to also review the tender submissions from the taxi companies.

### Practical example

**Q: I'd like to hire a relative to do some work at Stagecoach. It's a legitimate project and my relative is trained to do this type of work. Is it okay if I hire her?**

**A:** Although the work is legitimate, this situation creates the appearance of a conflict. The circumstances should be discussed with your manager so an independent review can be done prior to committing to a contract. This will help protect you, your relative and Stagecoach if the relationship ever comes into question.





## 7.14 Political lobbying and donations

### Our policy

We do not have an allegiance to any particular political party. We do not make political contributions and, therefore, no company within the Group is permitted to make political contributions.

### Background and further guidance

The Group's funds, or resources (e.g. property or equipment), should not be used, either directly or indirectly, to fund any political party, political campaign, political candidates or anyone associated with them. You must also not use Stagecoach funds to make political payments under the guise of charitable donations.

We consider it acceptable to express our views on particular matters of government policy without declaring outright support for any particular political party. We will participate in policy debates that we consider to be relevant.

We seek to be open about any lobbying activities that we undertake. In Scotland, we comply with the Lobbying (Scotland) Act 2016. Further information is available from [scottishlobbying@stagecoachgroup.com](mailto:scottishlobbying@stagecoachgroup.com)

### Further resources

Further information on our approach to political lobbying and donations can be obtained from one of the contacts listed in section 8.1 of this Code of Conduct.

### Practical example

**Q: There have been rumours in the media that there is likely to be a change in law that would have significant adverse consequences for our business and some unintended consequences for the wider community. Is it acceptable to lobby the politicians to discourage them from making the change of law and in particular to draw their attention to the potential unintended consequences?**

**A:** Yes, we consider it acceptable to express our views on particular matters of government policy without declaring outright support for any particular political party. We will participate in policy debates that we consider to be relevant. You should, however, discuss the matter with your manager to ensure that any views expressed by representatives of the Group are consistent and to ensure that personal views are not confused with the Group's view. In Scotland, lobbying activities may need to be registered under the Lobbying (Scotland) Act 2016.

### Practical example

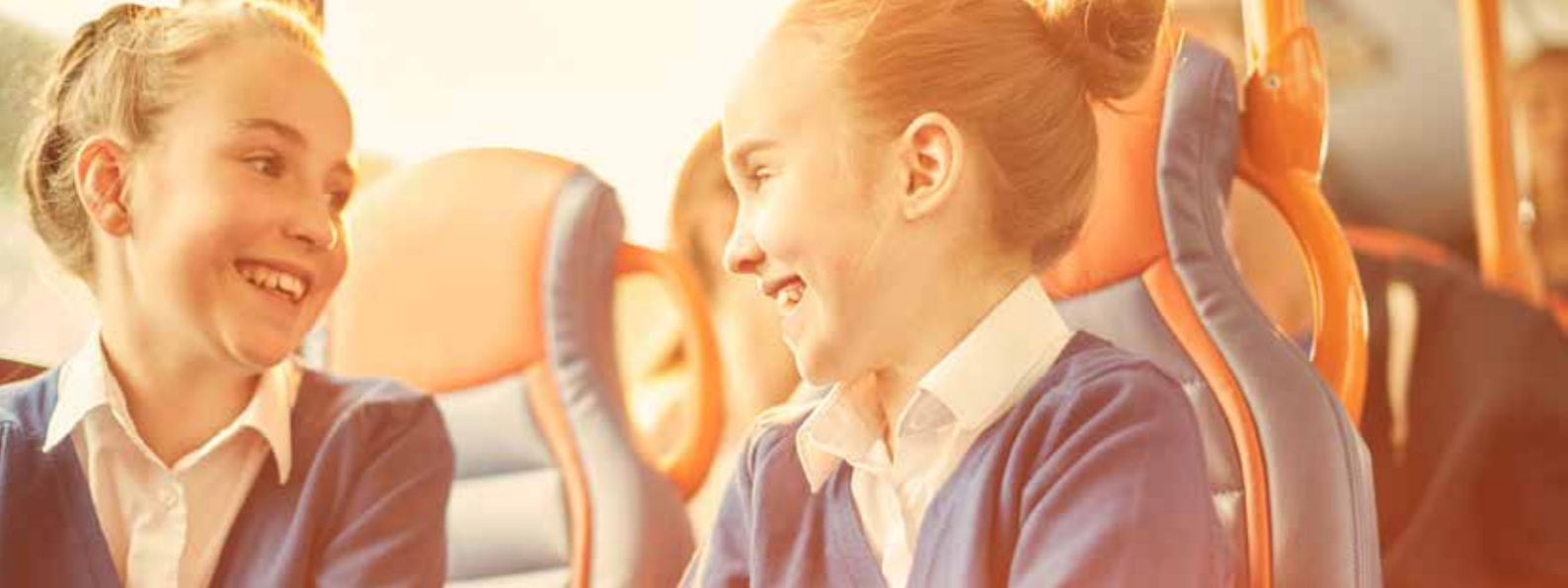
**Q: An opposition political party has policies that are likely to be positive for our business. Is it appropriate for us to contribute funds towards that party's election campaign?**

**A:** It is our policy not to make political contributions and therefore, no company within the Group is permitted to make political contributions. It is not acceptable for us to declare outright support for the particular party but it would be acceptable to express a view on particular policies.

### Practical example

**Q: An agent in a new market has suggested that a donation to a local charity would be seen in a positive light by the local authorities. Can I make this donation?**

**A:** We encourage charitable giving in appropriate circumstances as part of our Corporate Social Responsibility. Requests for charitable donations, however, can be a disguised form of facilitation payment or political donation and need to be carefully scrutinised. All charitable donations must be authorised in accordance with the Group Authorisation Policy.



## 7.15 Personal political activity

### Our policy

We respect the rights of individuals to hold personal political views, to undertake political activity and to personally support or be members of particular organisations.

### Background and further guidance

We respect individuals' rights to be members of political parties, to have allegiances with political parties and/or to express personal support for political parties. We also respect individuals' rights to support political parties financially or otherwise.

However, individuals should not allow their personal political views to affect their behaviour or decisions at work, nor should they represent or construe their personal political view to be the views of the Group. Where there is any doubt, individuals should make it clear that their personal political views are not necessarily those of the Group.

### Further resources

Further information on our approach to personal political activity can be obtained from one of the contacts listed in section 8.1 of this Code of Conduct.

You must be aware of the rules on conflicts of interest and ensure that your participation in politically motivated activity does not involve you, or Stagecoach, in a conflict of interest.

Individuals should not use the Group's time, property or equipment to carry out, or support, their personal political activities.

We fully support the right of our employees to join or form trade unions and, where a significant proportion of the workforce agree, to bargain collectively. In addition, we have a culture of partnership working with employees and trade unions across our operations, covering issues such as health and safety, managing change in the business and other issues affecting the Group.

## 7.16 Community investment and charitable activities

### Our policy

We seek to make a positive contribution in the communities in which we work. The Group does make charitable donations but strict delegated authorities for charitable donations are set out in our Group Authorisation Policy. Charitable donations may not be used as a substitute for prohibited political donations (see section 7.14).

### Background and further guidance

For 40 years, we've been a key part of local communities around the world. As well as providing lifeline transport services and significant job opportunities, we're committed to investing in each of the communities we serve. We want local people to share in our success and that's why every year we help fund the vital work of local, national and international charities.

Much of the backing we provide is focused on education and young people as well as many health charities. Our support for the community is not just about money, though. Hundreds of our employees devote their own time to local projects that make a real difference in their area.

We also provide much-needed in-kind support, while our people give charities the benefit of their expertise during secondments. We're also

promoting social inclusion within communities by helping those who are the most vulnerable. Supporting the community. Working with the community. Part of the community. That is the cornerstone of our business philosophy.

### Practical example

**Q: I've been asked if we would sponsor a community event near one of our local operations. I expect that our reputation in the local community would benefit from this sponsorship. Can I proceed?**

**A:** We will, from time to time, support local community events. Any support, however, needs to be approved by an appropriate individual in accordance with the Group's Authorisation Policy.

### Further resources

The Group Authorisation Policy sets out the delegated authorities for charitable donations.

Further information on our community and charitable activities can be found in our Annual Report at: <https://www.stagecoach.com/annualreport2019.pdf>

## 7.17 Competition law

### Our policy

We behave honestly and ethically in bidding for contracts and franchises. We expect our staff to play their part in combating illegal practices such as bid-rigging, price-fixing, market-sharing and anti-competitive or monopoly practices. Holding discussions with competitors about fixing prices or driving-up markets is illegal and strictly forbidden.

### Background and further guidance

All dealings with customers and suppliers must be open and honest. Particular care needs to be taken in the development of new business and the negotiation of contracts.

When bidding for and/or negotiating contracts, we expect that our officers, employees and representatives will:

- Not knowingly make untrue statements or provide inaccurate information;
- Provide all information required by law or regulation;
- Observe the laws, regulations and procedures relevant to the particular tender process; and
- Not try to illegitimately influence the outcome of the process or seek confidential information about competitors' positions;



We also expect all officers, employees and representatives to adhere to all relevant competition laws and regulations. In particular:

- Be aware not to enter into any inappropriate conversations or agreements with our competitors;
- Not share or receive competitively sensitive information without a lawful reason;
- Leave industry meetings or other events if competitively sensitive issues arise. Ensure your departure is noted and immediately report the matter to Group Legal; and
- Speak up if you know of any potentially anti-competitive practices or if you are uncertain whether or not practices are illegal.

### Further resources

We have a Competition Law Compliance Manual that covers our approach to competition law compliance. The Group Authorisation Policy specifies delegated authorities for bids and tenders for contracts and franchises.

A copy of the above documents can be obtained from any of the contacts listed in Section 8.1 of this Code of Conduct.

### Practical example

**Q: We've just hired an employee who, until recently, had worked for our main competitor. Can I ask her for information about her former employer?**

**A:** You should carefully consider the nature of the information you are requesting. Seeking to glean the confidential or commercially sensitive information of a competitor is anti-competitive. Never ask a former employee of a competitor for any information which is likely to include a competitor's trade secrets and other confidential or commercially sensitive information.

### Practical example

**Q: I'm preparing a submission for four separate local authority bus tenders. There is one other major competitor for the work and I see benefits of agreeing with the other competitor that we bid so that we each win two of the tenders. Is this acceptable?**

**A:** It is illegal to collude with competitors when bidding for contracts and is not permitted. Such behaviour could expose you as an individual to criminal prosecution.

### Practical example

**Q: We have the opportunity to bid for the provision of bus services to a major employer in our area. The potential customer has specified that it will require four buses to be available between 7am and 9am, and between 4pm and 6pm each day. I know that for the first few weeks of the contract, we'll only be able to supply two buses but thereafter we'll be able to supply four buses. I'm thinking of saying we can supply four buses from the outset to ensure we win the contract. Will this be ok?**

**A:** It is not acceptable to knowingly provide incorrect information which could give rise to a claim for misrepresentation. You should suggest an alternative solution and emphasise the other benefits that we can offer to the potential customer.

### Practical example

**Q: I'm due to attend a trade show. Can I visit a competitor's stand?**

**A:** Yes. You may go the stand and collect any publicly distributed material. If you talk to anyone at the stand, however, identify yourself as a Stagecoach employee and do not discuss the business affairs of Stagecoach, or the competitor, which are not in the public domain.

## 7.18 Suppliers

### Our policy

We only select suppliers, advisors and consultants of good integrity.

### Background and further guidance

We're committed to dealing with suppliers in a fair, honest and professional manner while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services. We are committed to paying suppliers in accordance with agreed terms and conditions, and at the same time, expect suppliers to meet their contractual obligations.

We encourage suppliers to adhere to similar high standards of corporate responsibility as our own business and to have in place appropriate safeguards against bribery, corruption and facilitation payments. We also expect suppliers to be committed to high standards of health and safety, to demonstrate a respect for the environment and to prevent slavery and human trafficking in their supply chains. We will not deal with suppliers who are unable to meet these expectations. Where a supplier fails to meet these expectations, we will discuss their failings and, where possible, work with them to bring them back in line otherwise we will cease to engage with them.

We support the objectives of the Modern Slavery Act 2015 of eliminating slavery and human trafficking. Risks relating to slavery and human trafficking are considered across the organisation which recognises the importance of a Group-wide approach to improving transparency and preventing slavery and human trafficking occurring within our supply chain. Any employee who is aware of any breach of this policy, or suspects that slavery and/or human trafficking may be occurring in our supply chain, should report their concerns to Group Legal, Group Compliance or use the Group's whistleblowing service detailed in section 8 of this Code.

When engaging a third party to act as an intermediary on behalf of the Group, additional factors must be considered. We provide guidance on when a third party would be considered an 'intermediary' and appropriate processes for engaging them in the Third Party Intermediary Engagement, Anti-Corruption Guidance Notes for Group Companies [available from the contacts listed in Section 8.1].

You must ensure that any due diligence requirements specified by us are followed so we know who we are doing business with.

### Further resources

The Group Authorisation Policy specifies delegated authorities for bids and tenders for contracts, for franchises and approval of expenditure on suppliers. (This document is available from the contacts listed in Section 8.1).

Further information on our approach to Modern Slavery and Human Trafficking can be found on our website at:

[www.stagecoach.com/media/resources-library/publications/corporate-policy-documents](http://www.stagecoach.com/media/resources-library/publications/corporate-policy-documents)

## Practical example

**Q: I need to urgently appoint an advisor to assist with a contract bid that is due to be submitted next week. We've not employed the advisor before and know nothing about them other than they made an excellent presentation to us. Can I go ahead and appoint the advisor and sort out the formalities later?**

**A:** The nature and the level of checks required on a new advisor will vary depending on the nature of the supply, the amounts involved, etc. It would not normally be acceptable to appoint a new advisor without undertaking some checks. However, if in doubt, you should discuss the matter with your manager. The Group's Third Party Intermediary Engagement, Anti-Corruption Guidance Notes for Group Companies should be considered when engaging any third party intermediary.





## 8. Speak Up

We have a Group whistleblowing policy which outlines reporting mechanisms for employees with concerns about the interests of others, or the Group, to come forward.

Employees are actively encouraged to report concerns if they know, or suspect, someone is violating the Code. Processes are in place to ensure that complaints are logged, investigated and appropriate action is taken.

By doing nothing, you risk our reputation and financial penalties that would affect our profitability. Reporting a concern also gives us the opportunity to detect early a potential, or actual, violation of our Code.

Measures are in place to ensure concerns are treated confidentially and anonymously. We will not tolerate any form of retaliation directed against anyone who raises a concern in good faith about a possible violation of the Code. In fact, any act or threat of retaliation against our staff will be treated as a serious violation of our Code.

A copy of the Group's whistleblowing policy is available at:

[www.stagecoach.com/media/resources-library/publications/corporate-policy-documents](http://www.stagecoach.com/media/resources-library/publications/corporate-policy-documents)

### 8.1 Reporting

If you have a question, problem or a concern, there are people available to support you.

In most cases, your manager should be your first point of contact. He or she is likely to be in the best position to understand your concern and to take the appropriate action.

If you're uncomfortable speaking with your manager, or if you have already shared a concern and feel it's not being addressed appropriately, speak to another member of the management team, or contact one of the individuals listed here or use the Group's whistleblowing service.

**The contacts for questions, advice and further information are:**

**Sarah Bradley**

Senior Legal Counsel, Stagecoach Group  
+44(0)7920 277000

[sarah.bradley@stagecoachgroup.com](mailto:sarah.bradley@stagecoachgroup.com)

**Michael Vaux**

Company Secretary, Stagecoach Group  
+44(0)1738 642 043

[michael.vaux@stagecoachgroup.com](mailto:michael.vaux@stagecoachgroup.com)

**Clare Burles**

People Director, Stagecoach Group  
+44(0)7766 366 990

[clare.burles@stagecoachgroup.com](mailto:clare.burles@stagecoachgroup.com)

**Alan McCormack**

Compliance Manager, Stagecoach Group  
+44(0)1738 642 062

[alan.mccormack@stagecoachgroup.com](mailto:alan.mccormack@stagecoachgroup.com)



## 9. Joint ventures and associates

This policy applies to Stagecoach Group plc and its subsidiaries. It does not directly apply to the Group's joint ventures and associates but we encourage all our joint ventures and associates to maintain appropriate anti-corruption policies and procedures.



## 10. Questions, advice and further information

Employees are encouraged to raise questions and seek advice in respect of this Code of Conduct or any matter relating to ethics and values.

If an employee is in any doubt about a particular course of action, then he or she should seek advice either from their manager or from one of the contacts listed in Section 8.1.



# 11. Conclusion

This document is approved by, and has the full support of, the Stagecoach Board. It is not just a set of aspirations; it is about how we do business in the real world.

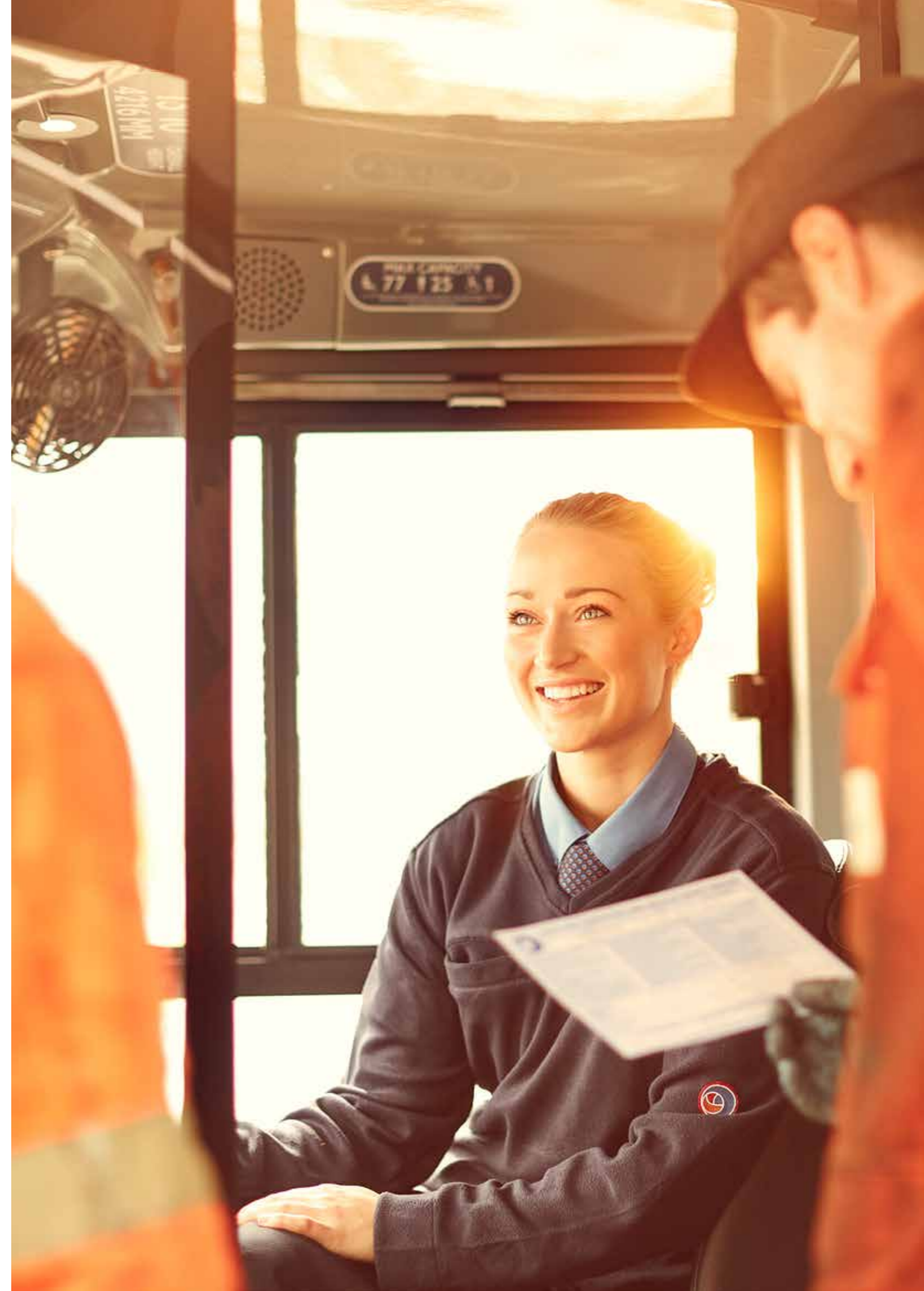
Through the commitment of our people, we believe this Code of Conduct will enhance our relationships with our stakeholders. Our reputation is critical to the success of our business and we believe that good ethics makes good business sense.

Of course, the Code cannot cover every situation, so whenever you are unsure of what to do, you must seek advice. Ask your manager; Group Legal; Group Compliance; the People Team or follow the guidance in the Group's whistleblowing policy. This is especially relevant if you suspect someone is violating the Code and putting Stagecoach at risk. In that case, you are required to speak up.

Further information about our standards is available in our Annual Report and on [www.stagecoach.com](http://www.stagecoach.com). These resources include details of the steps we are taking to mitigate health and safety risks, our approach to environmental issues and current performance and details of our corporate governance arrangements.

Thank you for taking the time to read through our Code of Conduct.

We hope you now better understand the main risks to you and Stagecoach and how you can safeguard our reputation by knowing and understanding your responsibilities.





**Stagecoach Group plc  
Group Headquarters**

10 Dunkeld Road Perth  
PH1 5TW Scotland

**Tel:** 01738 442111

**Fax:** 01738 643648

**Email:** [info@stagecoachgroup.com](mailto:info@stagecoachgroup.com)

**Website:** [www.stagecoachgroup.com](http://www.stagecoachgroup.com)

**STAGECOACH GROUP**  
*greener smarter travel*