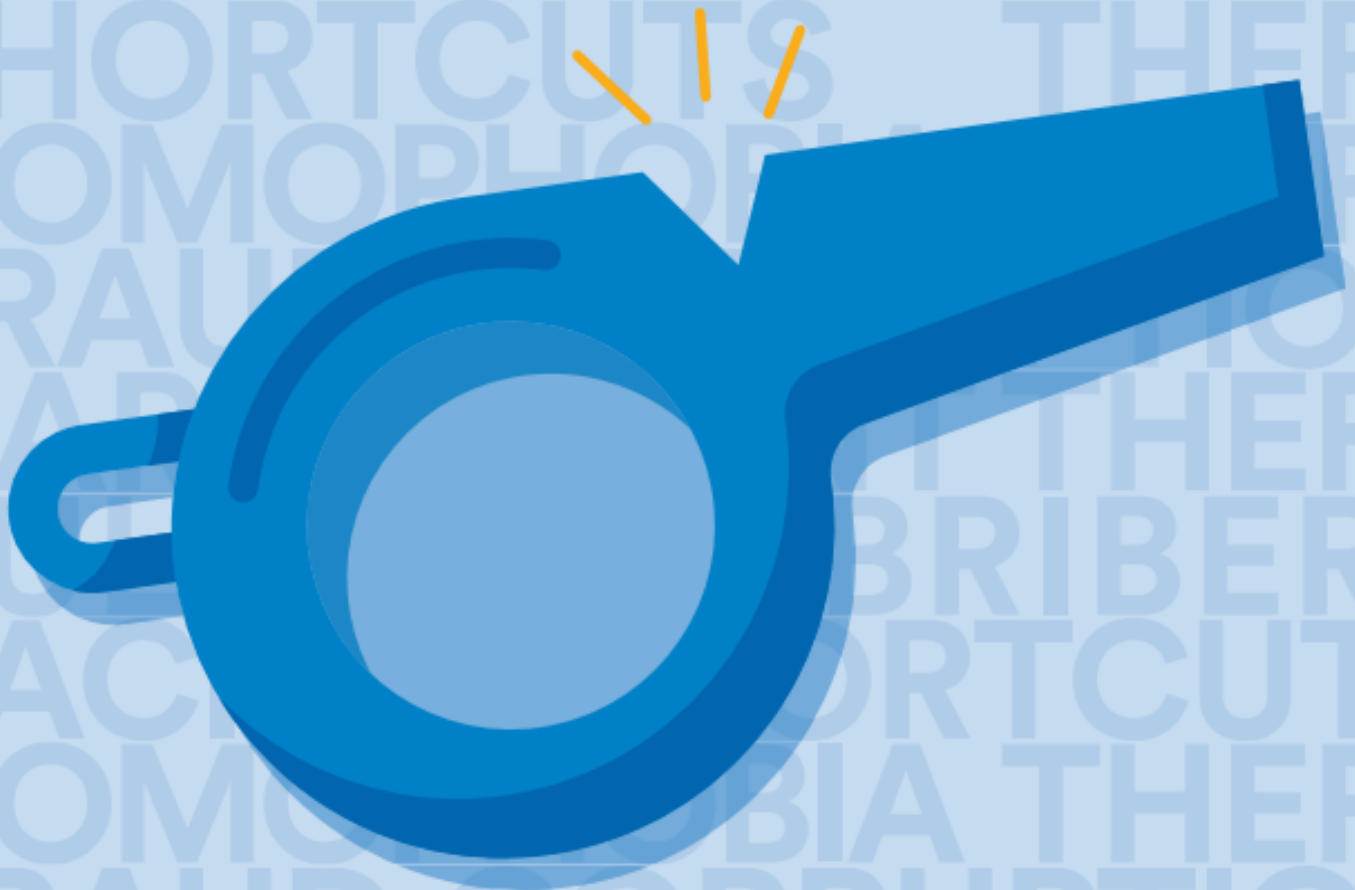


Do the
right thing...

SPEAK UP

Our
Whistleblowing
Policy



PURPOSE

The Stagecoach Group ("Stagecoach") is committed to the highest standards of transparency and accountability. An important part of this is having an effective way for employees and third-parties working for, and/or on behalf of Stagecoach to raise concerns about our operations.

SCOPE

This policy aims to:

- Encourage employees and others to feel confident in raising serious concerns and to question and act upon concerns about business practice;
- Provide ways for employees and others to raise those concerns and receive feedback on action taken;
- Ensure that people who raise such concerns receive a response and that they are aware of what to do if they are not satisfied with the response;
- Reassure anyone who raises a genuine concern in good faith that they will be protected from reprisals and/or victimisation.

It is also open to any party with whom we have, or have had, some type of business relationship (such as business partners, suppliers, passengers, agents and representatives) and to anyone who wishes to raise a concern about possible misconduct within our Company.

POLICY

Employees, or third-parties working for, or on behalf of Stagecoach, should use the ways set out in this policy to speak up about workplace concerns, particularly where it would be in the interest of Stagecoach to have it raised to avoid potential negative impact on others, such as customers, colleagues, or future clients. This is also known as whistleblowing.

This policy will apply in cases where you genuinely believe that one or more malpractices have occurred, is occurring, or is likely to occur. Examples of malpractices include, but are not limited to:

- Conduct which is an offence or a breach of law;
- Health and safety risks, including risks to the public as well as other employees;
- Damage to the environment;
- The unauthorised use of Company funds;
- Fraud and corruption;
- Sexual or physical abuse of employees, or other individuals;
- Forced labour, modern slavery or human trafficking;
- Theft or misuse of Company property, information, data or assets.
- Serious failure to comply with appropriate professional standards;
- Abuse of power, or use of role for an unauthorised personal gain;
- Breach of Stagecoach policy and/or local authority regulations;
- Breach of competition law, rules or regulations;

Whistleblowing is not for considering issues about your own employment where there is no wider public interest dimension. The Grievance Policy in your local Stagecoach company or business unit should be used to resolve these types of issues. This Whistleblowing Policy should not be used to appeal or reconsider any matters, which have already been addressed under grievance, disciplinary, or other procedures.

CONFIDENTIALITY AND ANONYMITY

The online Speak-Up service and dedicated phone line are managed by a company independent of Stagecoach, so using either of these two options means the issue you are raising is both **confidential** and **anonymous**. Regardless of how you raise your concerns, all reports are confidential.

You will be:

- Safeguarded against any kind of victimisation or retaliation.
- Protected from any employment disciplinary for reporting concerns in good faith, even if you are mistaken.

We know it can be a difficult decision to raise concerns, but it's important that everyone at Stagecoach feels free to **Speak-Up**.

Why Speaking-Up is important?

At Stagecoach we are committed to doing the right thing and running our business with integrity, in line with our Code of Conduct and values, good business practice and the law. If you see or hear things you feel are not right, please **Speak-Up**.

By Speaking-Up, you are giving us the opportunity to deal quickly with the things you have seen or heard. We value the help of employees, and others who Speak-Up as it ensures issues can be dealt with fairly and transparently to ensure we maintain the trust of everyone who Stagecoach deals with.

How to Speak-Up

You can raise a concern confidentially by:

1. Using one of the following anonymous methods:
 - Filing a concern at: report.whistleb.com/stagecoach
 - Calling the dedicated external whistleblowing line: **+44 (0)207 660 1375** and entering code **7384** (Telephone reports are monitored by an interactive voice response (IVR) system which is available 24/7, 365 days a year)
2. Using contacts within Stagecoach:
 - Speak to, or email, your own manager or a more senior manager, or contact one of the people listed on the last page of this document making it clear that you wish to Speak Up.
 - Email: whistleblower@stagecoachgroup.com

All Speak-Up concerns are directed back to the Speak-up Review Panel (“SURP”/ the “Panel”) within Stagecoach for review and/ or investigation.

Managers who are informed of concerns that are within the scope of this policy must keep the matter confidential and should notify one of the contacts listed in the table at the end of this document so that the matter can be logged and investigated appropriately.

If you decide to use the anonymous service, either by phone or online, you will receive a unique **ID and PASSWORD** after submitting your report. This will allow you to re-access your report and to see any response, updates or questions from the Investigator. The Investigator does not have access to your contact details and cannot contact you outside the anonymous service unless you include your contact details in your report.

If you wish to remain anonymous, do not include contact details in your report. Note-down your ID and PASSWORD to allow you to re-access your report as this will be the only way to contact you again.

You can use your ID and password to call back or access the Speak-Up site (report.whistleb.com/stagecoach) to check progress on your report. If the investigator needs more information, they will make that request through the whistleb.com site. Please log back into the site regularly to check for any follow-up information requests.

Regardless of which reporting channel you choose to Speak-Up (email, online, telephone), you can be confident that you're doing the right thing and that your concerns will be handled promptly, appropriately, confidentially and, where requested, anonymously.

How we will respond

We will respond to you either:

- through the whistlebl online system – You will need to use your ID and password to re-access the Speak-Up site (report.whistleb.com/stagecoach) and check for a response.
- through the whistlebl phone system – You will need phone on the above number and enter your access details to hear a recorded response.
- By e-mail from a member of the Panel through whistleblower@stagecoachgroup.com.
- By email or by phone from either a member of the Panel or an appointed investigator.

Our promise to you for Speaking-Up

Confidentiality

- We will treat all concerns raised sensitively and in confidence.
- If you have chosen to remain anonymous your identity will not be disclosed.
- Please help us to keep confidentiality by not discussing your concerns with anyone else.
- We must inform those whom the allegations have been made against that a concern(s) has been raised about them.

Protection from Retaliation

It takes courage to speak up when something's not right and to submit a report, so we will act quickly and decisively if you suffer any form of retaliation.

Threats and retaliation against people who Speak Up are not tolerated and anyone acting inappropriately will face disciplinary action.

You are protected even if you submit a report for the right reasons, but it turns out not to be true. If you believe you are being subjected to retaliation by any person in Stagecoach, please advise us immediately at: whistleblower@stagecoachgroup.com

All investigations will be conducted independently, fairly and in an unbiased manner with respect to all parties involved in accordance with relevant laws and principles, including ensuring a fair hearing.

Case details, your identity and the identity of anyone else mentioned in the report, are kept confidential throughout and after the investigation and are only shared on a need-to-know basis.



What happens after you've Spoken Up?

Stagecoach takes every report of possible misconduct seriously and will respond to your concerns as quickly as possible (usually within 7 calendar days).

Here's what happens when you have Spoken-Up:

- All concerns received are logged into a case management system and shared with the SURP.
- The SURP consists of the Group People Director, the Company Secretary, and the Group Head of Compliance. These individuals manage the Group Speak-Up process and are the only people who initially will have sight of any concerns raised using the Stagecoach email address, the online service or phone line.
- The SURP will acknowledge that it has received your report and, depending on the content of that report, may ask you for further information.
- The SURP will assess the concern to decide if it requires further review and investigation (and, if so, by whom). The SURP will exclude from its meetings any person who is involved in the matter that has been reported to it.
- If further investigation is needed, the SURP will appoint an Investigator that it considers appropriate to the nature, urgency and potential impact of your concern.
- If the SURP decides there are insufficient grounds on which to proceed, it will inform you of this. You may submit further information to the SURP.

Depending upon the nature of the concern and the requirements for review, your concern may be shared, confidentially, with other employees necessary to investigate the matter reported. Serious issues may be shared with Senior Executives of Stagecoach, including the Executive Chairman.

Reviewing and investigating what you have Spoken Up about

Please note that reviewing and investigating concerns is not an indication that we have either accepted or rejected what you have Spoken-up about.

If further review and investigation is required, the SURP will decide who will investigate and how this should be undertaken. The SURP will instruct the Investigator on the matter and will have the responsibility to ensure investigations are objective, factual and unbiased.

Internal or external experts may be engaged to assist and they will work under strict confidentiality.

What happens when we have finished investigating your concern?

We will inform you, as much as we can, of our findings, i.e., whether or not Stagecoach has established that misconduct has taken place, but please note that we will not be able to give you full details of the outcome of a concern (or related actions taken) for reasons of confidentiality, data privacy and the legal rights of all concerned.

If your concern is well-founded, appropriate measures will be taken, where necessary, and in accordance with the law and our disciplinary processes.

Examples of possible outcomes include:

- Referring the matter to the Police, Traffic Commissioner, Health and Safety Executive or other public body.
- Instigating an independent external inquiry.
- Disciplinary action against employees.
- Changes to policies and/or procedures.
- Changing relationships with suppliers or contractors.

Important things to note for anyone involved in an investigation:

- Stagecoach will investigate concerns reported anonymously. However, the more information an Investigator has, the better they can investigate the report. It may not be possible to investigate a report where the person raising the concern does not give sufficient detail and does not engage with the Investigator.

- If you become involved in an investigation, you must co-operate and answer all questions completely and honestly. Being untruthful or withholding relevant information from those conducting the investigation, as well as delaying, interfering with or refusing to co-operate with an investigation, may lead to disciplinary measures. Do not attempt to conduct any investigation yourself.
- All parties involved, including any implicated persons, are entitled to confidentiality and whether you are the reporter, the subject of a report, or a witness, if you participate in, or learn about, an investigation, you must keep the matter confidential.
- Following an initial investigation, other internal procedures may be identified as relevant and may be invoked, such as the disciplinary or grievance procedures.
- When an allegation concerns a named individual, the person concerned will be informed of the allegation and of the evidence supporting it as soon as appropriate after the report is made. Disciplinary proceedings may be taken.
- Investigation findings and follow-up actions taken will be reported to the SURP who consider any further action required, or will otherwise conclude the case.

How soon should you hear back?

- If you submit a report online, please use your unique ID and PASSWORD to log back into your report and you will receive confirmation and/or an initial response within seven calendar days.
- If it is not possible for the initial review to be completed within seven calendar days, or where an urgent action is required, this will be explained in the confirmation.
- Likewise, if you have raised a concern to a Manager, or through the whistleblower@stagecoachgroup.com email, you will receive a response within seven calendar days.
- On average, closure of your concern can be expected within one to three months, depending upon the nature of the allegation(s).

Misuse of Speaking-Up and untrue Disclosures

An employee who raises a concern maliciously, in bad faith, or which they know to be false, could be subject to disciplinary measures. This includes knowingly making a false or reckless accusation, lying to Investigators, interfering with an investigation or refusing to cooperate in an investigation.

Matters not covered

You should not use the Speak-Up whistleblowing service to raise any grievances you may have in relation to your terms of employment or settle personal disputes.

What if you do not agree with the decision?

If you feel your concern, or a concern raised against you, has not been handled appropriately, or that an investigation has not been performed correctly, please inform the Group Finance Director by calling **+44(0)1738 442111**.

Please clearly state the reasons for your dissatisfaction and why you think it has been handled inappropriately.

Ways you can Speak-Up about a concern:

Speak to your Manager or one of the contacts listed below:

Sarah Bradley Senior Legal Counsel Stagecoach Group	+44 (0)7920 277000	sarah.bradley@stagecoachgroup.com
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Mike Vaux Company Secretary Stagecoach Group	+44 (0)1738 442 111	michael.vaux@stagecoachgroup.com
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Joanne Smith Group People Director Stagecoach Group	+44 (0)7442 952 856	joanne.smith@stagecoachgroup.com
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Paul Byrne Group Head of Compliance Stagecoach Group	+44 (0)7557 732 963	paul.byrne@stagecoachgroup.com
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- 1 **Email:** whistleblower@stagecoachgroup.com
- 2 **File an anonymous concern at:** report.whistleb.com/stagecoach
- 3 **Call our dedicated and anonymous whistleblowing line:** +44 (0)203 808 3920 and enter code **7384**

(Telephone reports are monitored by an interactive voice response (IVR) system which is available 24/7, 365 days a year).