

Code of Conduct

Making sure we always do the right thing.



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1. Introduction from the Chief Executive Officer

At Stagecoach we ask all our people to do the right thing.

Stagecoach exists to serve our customers and their communities. For our business to be sustainable, we need to hold ourselves to the highest standards.

Every day, over a million people trust us to get them safely to where they need to go. The safety of our passengers and our people is our first priority.

Over the last few years, our business has adapted to considerable change in its ownership, its management team, and the environment within which we operate. What hasn't changed is our commitment to do the right thing every day. So much so that we have reaffirmed that commitment by keeping "do the right thing" as one of our core values.

Our Board of Directors expects all our people to follow the correct values and behaviours. Our processes, controls and governance can only take us so far.

The right culture comes from our people and how we treat each other, our passengers and our other stakeholders every day.

This Code of Conduct sets out 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 includes our principles of business conduct and the standards that the Board expects all our people to follow.

You must of course follow all relevant laws and regulations. This Code should help draw your attention to some of the laws that apply to you and the business and also point you to some of our own policies that help us to ensure we act legally and appropriately while working for the business. I urge you to read and consider this document carefully, and to use it to guide your behaviour.

It is one thing to have a vision, but how the vision is implemented is just as important. We are continually striving to improve our policies, practices and service delivery to make an increasingly positive impact on society and the environment.

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.

A handwritten signature in black ink, appearing to read 'C Miles'.

Claire Miles — CEO

2.

Who is our Code of Conduct for?



This Code of Conduct (the ‘Code’) is for you, whether you’re an officer, employee or a third-party representative of Stagecoach.

2.

We expect you to follow the Code in the work you do every day.

Contractors, consultants, agents and any third-parties working for or on behalf of a Stagecoach company, are also required to follow the Code.

Independent contractors and consultants must be made aware of the Code as it applies to them.

We expect you to:

- Understand and manage the risks in your role in accordance with the Code;
- Seek advice when things are unclear or ambiguous;
- Complete assigned ethics and compliance trainings on time;
- Immediately report any suspected violations of the Code.

And if you are a manager, in relation to people you manage, you are required to:

- Ensure this Code is made available to, explained to and understood by employees and that they complete ethics and compliance training modules on time;
 - Ensure contractors, consultants, agents and other third parties working for or on behalf of Stagecoach are aware of, and comply with, the standards, values and behaviours in this Code;
- Promote the standards, values and behaviours in this Code;
- Provide guidance and advice on how best to achieve the standards, values and behaviours in this Code;
- Monitor compliance with the 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, keep it confidential and report it via one of the channels or contacts listed in Section 7.1 of this Code. Don't take it upon yourself to investigate the matter without reporting it.

Regardless of your role, we expect everyone to:

- Read, understand and comply with the Code and abide by all relevant local laws and regulations;
- Use good judgement and avoid even the appearance of improper behaviour;
- If you are ever in doubt about a course of action or conduct, ask yourself:
 - Is it consistent with the Code?
 - Is it ethical?
 - Is it legal?
 - Is it the right thing to do?

If the answer is 'No' to any of the above questions, **Don't Do It.**

If you would not want to read about it in the media, it is probably not the right thing to do.

2.

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

What happens if I breach the code?

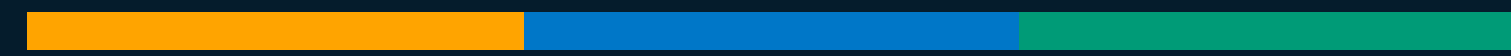
Despite our best efforts and intentions, things do go wrong and you may find that you or a colleague has breached the Code or the law. We aim to promote a culture where we take responsibility for our actions and learn from them to ensure they are not repeated.

Disciplinary action should reflect that balance of our people doing their best to do the right thing and treating them fairly if they do not. Where appropriate we will take disciplinary action, up to and including dismissal.

In some cases, we are obliged to report breaches to relevant authorities, which could lead to legal action against individuals, our companies and/or their officers.

3.

Our mission statement



3.

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



4.

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 to create sustainable growth for our investors and our communities.



4.

Our values

Stagecoach is committed to ensuring that our business is conducted according to rigorous ethical, professional and legal standards. We expect honest and ethical behaviour from our directors, officers, other executives, employees and business partners and we do not condone behaviour that does not meet this standard.

Our values guide our actions in conducting business in a socially responsible and ethical manner. As a corporation and as individuals, we respect the law, support universal human rights, protect the environment, achieve operational excellence and benefit the communities where we work.



5.

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 officers, employees and third-party representatives, understand how these laws affect their own individual work responsibilities.

5.

Examples of such laws include those that apply to:

anti-bribery & corruption, procurement integrity, securities, fraud, workplace behaviour, anti-trust and competition, civil rights and anti-discrimination, intellectual property protection, campaign finance and taxation.

While the Group does not expect its employees to be experts in legal matters, it holds each employee responsible for being familiar with the laws governing their area of responsibility and to be generally aware of possible legal issues and liability.

Employees should seek immediate advice from the Legal department (contact details at section 7.1) whenever they have a question concerning any application of the law.

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, then you must follow this Code.



6.

Policies and guidance



You can find our latest detailed policies and guidance on our Blink app. Go to the “Hub” and follow the link to the folder of “Group Policies, Guides and Information”. An outline of some of our key policies with some practical guidance is below.

6.1

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 health and safety regulations could also 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.

Practical examples

Q: The manager of the bus depot where I work told me to ignore the Group's policy on use of safety barriers around inspection pits. He says they're not a legal requirement and they slow down work. What should I do?

A: Never ignore health and safety policies as you could risk your safety and the safety of your colleagues. Try discussing the matter with your manager first. If they still insist breaching a policy, raise this with a more senior manager locally.

If the matter is not resolved then report the matter via the Group's whistleblowing policy (see section 8 of this Code) or by contacting CIRAS at www.ciras.org.uk

Further resources

The Group's Health, Safety and Environmental Committee has established a Strategic Safety Framework that applies across the Group: stagecoachbus.com/corporate/financial

6.2

Environment

Our policy

Public transport is a force for good in our communities and an essential part of the move towards a net zero society in the UK.

Further resources

Our Sustainability Strategy is available here:
stagecoachbus.com/corporate/sustainability

Our Environment Policy is available here:
stagecoachbus.com/group-policies-and-statements

Background and further guidance

We are part of the solution to the global climate emergency, both by reducing our own impacts and providing more sustainable mobility solutions to help people reduce their own carbon footprint.

Our Environment Policy aims to help reduce the overall impact of transport on the environment. While buses and coaches account for about 3% of UK transport carbon emissions, our strategy starts with making our own business more sustainable. This includes transitioning to a zero emission UK bus fleet, improving energy efficiency in our estate, and reducing our other environmental impacts.

Practical examples

- 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 society need each of us to do what we can to make a difference. In our work life, if we all do the simple things like switching off IT equipment, switching off lights, recycling and reducing waste together we can contribute to making a difference. Lead by example whenever you can.
- Q:** There has been an oil spill from a vehicle in the garage. What should I do?
- A:** The oil spill should be dealt with and reported in accordance with your depot's safety and environmental procedures. Spilt oil is a safety hazard and could also damage the environment. Certain types of spill will also need to be reported to external bodies, such as the Health and Safety Executive or local water authority. Advice should be sought internally before doing so. If in doubt please contact the Director of Health Safety and the Environment or the Sustainability Director.

6.3

Diversity, equity and inclusion

Our policy

All people should be treated fairly and with respect.

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.

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 have a proud and strong commitment to diversity, equity and inclusion across all aspects of the employee lifecycle. 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 do not tolerate discrimination, bullying or harassment, of any kind, based on disability, gender, gender re-assignment, sexual orientation, religion, belief, age, nationality, race or ethnic origin. This includes the bullying or harassment of employees.

We are committed to preventing behaviour not aligned to treating our people fairly and with respect.

Where such behaviour is reported, we will take reasonable steps to prevent a recurrence and to protect our people from such behaviour. Any form of bullying, harassment or conduct which affects the dignity of any employee, whether intentional or not, will be investigated as a matter of priority. We take active steps to help prevent the sexual harassment and victimisation of all employees at work.

Practical examples

Q: I'm recruiting a new member of my team. Although I don't plan to specify any age requirement in the job advertisement, I'd like to recruit a young person as I think a younger person will bring greater enthusiasm 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 the UK. It is not acceptable to discriminate amongst candidates based on age, even if this is not explicitly stated.

Q: A colleague has emailed an inappropriate and sexist joke to me and others 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.

6.4

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, 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.

Practical examples

Q: May I access the internet to do my online shopping at work using my work computer during my lunch break?

A: Occasional access to the internet using work IT equipment is generally acceptable subject to any specific local IT and cyber security policies.

Further resources

More information on IT policies, such as Internet use, can be found in the Group Acceptable Usage and Information Security policies. Copies are available on Blink in the Hub "Group Policies Guides and Information" in the "Information Security and Data Protection Policies" sub-folder which can also be accessed here: app.joinblink.com/#/hub/a1d14ab0-e3c9-47f2-b2dd-9d8f748c599b

The Group Authorisation Policy specifies delegated authorities for asset acquisitions and disposals. (Copies of this policy are available from any of the contacts listed in Section 7.1).

6.5

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. Staff must adhere to the Group Acceptable Usage policy and the Group Data Protection Policy (copies are available on Blink in the Hub “Group Policies Guides and Information” in the “Information Security and Data Protection Policies” sub-folder – see link in following column).

Together these policies set out how we control access to data, how we protect personal data and how we deal with requests to access such data.

Further resources

You should refer to the Group Data Protection Policy for further information on the handling of personal data. You can find it here: <https://app.joinblink.com/#/hub/790cbd69-5c96-4148-bd3f-b611cb4ae372>

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.

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: dataprotectionofficer@stagecoachgroup.com

Practical examples

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 the business.

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 must only collect personal information that is relevant for the purpose of the recruitment for the role. If you wish to use the information collected for another purpose (such as a marketing campaign) you must state this clearly and request specific consent for this purpose when collecting that information. Such consent must be freely given and not a condition to being allowed to apply for the role. During recruitment, only collect details that you need for the purpose at each stage. For example, do not collect bank details for all candidates at the application stage. Only collect these details if you will actually need to make a payment. Only keep details for as long as you need them for the original purpose and then delete or securely destroy them.

6.6

Communications

Our policy

The Stagecoach core values are

- We plan for the future;
- We support communities;
- We are down to earth;
- We are stronger together;
- We do the right thing;

and they help guide our business conduct. Employees should demonstrate these values, alongside our ethical and moral standards, when communicating internally and externally.

In doing so, we display our commitment to accountability and professionalism, which help earn the trust and respect of those we work with, and deal with.

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, e-mail, social networking sites and interaction with the media.

Whichever media you use, either within Stagecoach, externally, or on social media, wherever another user would see a connection between you and Stagecoach, 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. Please refer to the UK Bus Social Networking Policy, available through the Blink Hub under "UK Bus Guides, Policies and Information" and here: <https://app.joinblink.com/#/hub/cfa82f7f-2a23-455c-bdf2-d894a915ee9a>

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

You may only use Stagecoach approved social media channels for business use if you are an approved user and have received the required training.

Practical examples

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

A: Be aware of your surroundings. Do not discuss confidential company information in public places where you may be overheard, such as taxis, lifts, or in a conference venue.

Q: I was contacted by the media about a rumoured acquisition. I've heard discussions about the deal. They seem to know already and are only asking me to confirm whether the rumours are true. Can I tell the media?

A: No. Unless you are authorised specifically to speak to the media, you must not comment on the rumour. Provide the Communications team details as a point of contact (email: media@stagecoachgroup.com) and don't be drawn into any further questions.

6.7

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.

Further resources

Further information on our approach to tax can be found on our website at: <https://www.stagecoachbus.com/corporate/financial#tab3>

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.

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.



6.8

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 corporate criminal offence of Failure to Prevent the Facilitation of Tax Evasion.

Background and further guidance

CFA 2017 introduced a corporate criminal offence of Failure to Prevent the Facilitation of Tax Evasion, with such an offence being punishable by an unlimited fine. As well as a fine, a conviction may have other impacts, such as preventing the company from being awarded public contracts, and other reputational damage.

The offence relates to our employees and to others acting on our behalf. Therefore, we must take reasonable steps to prevent third parties acting on our behalf (e.g. subcontractors) and relevant suppliers from being knowingly concerned in the facilitation of tax evasion.



6.9

Bribery and corruption

Our policy

Stagecoach is committed to conducting business in accordance with all applicable laws (including the UK Bribery Act 2010 (the “Bribery Act”)), rules and regulations and the highest ethical standards, both within the UK, and wherever we operate. The purpose of the policy is to state the Stagecoach commitment that the Company, its subsidiaries, and all Stagecoach officers, employees and representatives shall comply fully with the Bribery Act and with any international anti-bribery & corruption laws applicable to Stagecoach operations. This policy is not intended to replace any local laws.

Further resources

You should refer to the Group’s Anti-Bribery & Corruption policy for further information on your responsibilities in relation to preventing bribery & corruption. (Access the policy here: <https://app.joinblink.com/#/hub/6e0d3af3-a734-4a2e-8974-4cd1a00cde6f>)

Our Anti-Bribery and Corruption policy should be considered carefully when engaging any third-party Intermediary.

Background and further guidance

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery is offering or giving payment of anything of value to a person in a position of trust to influence that person’s views or conduct, or to obtain an improper advantage.

Stagecoach strictly prohibits any behaviours that would constitute an offence under the Bribery Act, whether directly or through a third party. This includes a prohibition on bribing a foreign public official to retain or obtain business. We expect all 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.

Any employee who is aware of any breach, or proposed breach of this policy, should report their concerns to Group Legal or use the Group’s whistleblowing service detailed in section 7 of this Code.

Practical examples

Q: During our discussions regarding the provision of new buses by an overseas manufacturer, their sales director has kindly offered to give new mobile phone handsets to members of the procurement team. We don’t want to cause offence and refuse these. Is this acceptable?

A: No. This is likely to be, or be perceived to be, a bribe to secure the bus contract. This breaches our Gifts and Hospitality policy and is illegal. Even if the intent was innocent, you must refuse this offer. You should also notify your manager or a member of the Legal team.

6.10

Facilitation payments

Our policy

Under the UK Bribery Act 2010 (the “Bribery Act”), it is illegal to make facilitation payments. Stagecoach follows the Bribery Act and has adopted a zero-tolerance approach to facilitation payments by our employees, or any third-parties working for, or on our behalf, even if permitted under other legislations or local customs in other countries.

Background and further guidance

Facilitation payments are a form of bribery that are typically small in nature with the express purpose of expediting or facilitating the performance by a public official for a routine government action. They are more likely to be of a small value and paid to lower-level officials to obtain an increased level of service which one would normally be entitled to, for example speeding up a visa application process. Stagecoach policy prohibits any kind of facilitation payment.

If a facilitation payment has been requested or made, you must immediately report it to your manager, Group Legal, 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 information

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’. Note that you may find references to such payments being permitted, such as under the US Foreign Corrupt Practices Act. No such permission applies in the UK and these are therefore illegal.

6.11

Gifts and hospitality

Our policy

Stagecoach employees, and third parties acting on behalf of the Company, providing or receiving third party gifts and hospitality (“G&H”) while acting for the business are expected to exercise good judgement in each case.

They should consider all of the circumstances, including the character of the G&H, its purpose, its appearance, the position of the persons providing and receiving the G&H, the business context, reciprocity, applicable laws and social norms. G&H must not be intended to create an improper advantage for Stagecoach.

All expenditure for G&H provided by Stagecoach must be accurately recorded in the books of records of the Company. Certain G&H received by Stagecoach employees must be recorded in the G&H register.

Background and further guidance

It is important to ‘do the right thing’. For this reason, we discourage staff from accepting G&H from business partners, or offering G&H to them, especially where you would not be comfortable telling your manager, colleagues, family or to the public what 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. Therefore, you must not either offer or give G&H to individuals or companies that Stagecoach is currently bidding, or re-bidding, for contracts with.

We recognise, however, that hospitality is a component of many business relationships and is recognised within the Bribery Act as providing 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 may be permissible and appropriate.

Further resources

Further Resources: The Group’s Gifts and Hospitality Policy can be found on Blink: app.joinblink.com/#/hub/8cd895d6-ca36-45b2-9f72-953f2b54ec84

Practical examples

- 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 want 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 accepting the gift on the basis that you will donate it to a charity.
- Q:** A supplier has offered me tickets to a concert that she is unable to attend herself. Can I take them as they are otherwise going to waste?
- A:** Hospitality may be an appropriate way to meet the supplier in an informal setting and help the business relationship. However, here the supplier is not attending and so it will be seen as a gift to you of the value of the tickets, which is likely to be excessive. Consult the Gifts and Hospitality policy for more details.

6.12

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 that of Stagecoach.

Employees must protect themselves from any suspicion of misconduct by being transparent and disclosing any potential conflict to their line manager.



6.12

Conflicts of interest

Background and further guidance

A conflict of interest is a personal connection that interferes with the ability to perform your duties in a fair and impartial manner. It occurs when an employee's private interests interfere with the interests of Stagecoach, such as where decisions made in a management capacity at work may give a financial interest to an employee, or where a family member or friend of a Stagecoach employee receives improper benefits because of that relationship.

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 Limited directors' actual, potential and perceived conflicts of interest. A copy of the Conflict of Interest policy for directors may also be obtained from the Company Secretary. For other employees, ongoing conflicts such as a family member holding a position in a company with which we do business should be recorded on the employee's personnel file.

Every individual has a private life outside the workplace and those who are directly employed or who work for/on-behalf of Stagecoach have the right to manage their own personal affairs. However, we must not, without prior approval, engage in any activity that represents an actual, potential or perceived conflict between our personal interests and those of the Group.

You must not let any decisions you make at Stagecoach be influenced by personal considerations such as relationships or conflicting 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, or Group Legal.

In relation to specific decisions, such as the award of a contract to a business where an employee or family member has an interest, or appointing a family member as an employee, the conflicted employee should remove themselves from the decision-making process, for example by escalating the decision to a more senior manager.

Practical examples

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: Advise your manager of the potential conflict of interest and do not take any part in the decision-making. If the contract is awarded to a company that you or your family is interested in then further steps may be needed to distance you from that supplier relationship. Ask for the conflict to be recorded on your employment file along with any steps taken to mitigate the conflict. Others may perceive the potential conflict and not understand that this has been appropriately dealt with. Your manager may change so make sure the actions are recorded.

Q: I need a new member of staff and my sister is ideally suited to the role. I know that's a possible conflict. What do I do?

A: Family relationships can give rise to conflicts and a perception of unfair treatment for other employees. Raise the issue with your manager and agree an appropriate recruitment process in which you do not take the recruitment decision. It may be necessary to change normal reporting lines to take decision making regarding your relative away from you.

6.13

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.

Further resources

Further information on our approach to political lobbying and donations can be obtained from one of the contacts listed in section 7.1 of this Code of Conduct or by contacting the Head of Communications and PR.

Background and further guidance

The Group's funds, or resources (e.g. employee time, property or equipment), should not be used, either directly or indirectly, to benefit any political party, political campaign, political candidates or anyone associated with them.

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 and work with a number of organisations to support improved transport policy.

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

Practical examples

Q: There is media pressure for a change in the law that would be costly to the Stagecoach business. Is it acceptable to lobby politicians to discourage them from making this change and damaging our and similar businesses.

A: Yes, we consider it acceptable to express views on matters of government policy without declaring outright support for a political party. We need to be consistent in the message we give and you should contact the Head of Communications and PR before engaging in this way. In Scotland, lobbying activities are governed by the Lobbying (Scotland) Act 2016 and lobbying activity may need to be registered.

6.14

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 political organisations.

Further resources

Further information on our approach to personal political activity can be obtained from one of the contacts listed in section 7.1 of this Code of Conduct.

Background and further guidance

We respect the rights of all our people 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.

Individuals should not allow their personal political views to affect their behaviour or decisions at work, nor should they represent their personal political view to be the views of the Group. Employees must refrain from wearing any badges, or similar items, of a political nature whilst on duty. Where there is any doubt, individuals should make it clear that their personal political views are not necessarily those of the Group.

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 an actual or perceived conflict of interest.



6.15

Community investment and charitable activities

Our policy

In line with the Group Sustainability Strategy, our Charitable Donations and Sponsorship Policy objective is to continue to make a significant contribution towards the communities we serve through time, resource, money and sponsorship, both centrally and within local operating companies.

The Group does make charitable donations with strict delegated authorities for those donations as set out in our Group Authorisation Policy. The Group's Charity Committee takes decisions on charitable activities.

Background and further guidance

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.

Stagecoach directs its charitable giving towards areas of interest, which are closely aligned with the company's strategic objectives and purpose and which reflect, connect and support communities. 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.

Our customers and local community are so important to us, that's why we've agreed to give up to 0.5% of pre-tax profit to charity and community causes in our 'give programme'.

Practical examples

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

A: We will, from time to time, support local community events. Any support of this kind needs to be approved in accordance with the Charitable Donations section of the Group Authorisation policy and tracked against our Stagecoach Group Giving for Good target of donating up to 0.5% of prior year profit before tax.

Further resources

The Group Authorisation Policy sets out the delegated authorities for charitable donations. Copies can be obtained from those listed in section 7.1.

Further information on our community and charitable activities can be found on our website at: <https://www.stagecoachbus.com/group-policies-and-statements>

6.16

Competition law

Our policy

Competition Law is concerned with agreements or practices which actually or potentially distort competition within a market, which is ultimately detrimental to the consumer.

Stagecoach is committed to protecting a fair and open marketplace and is committed to conducting its business in full compliance with UK Competition Law, which governs the investigation of, and enforcement against anti-competitive behaviour in the UK. Failure to comply with UK Competition Law can result in serious legal and financial penalties for Stagecoach, its Directors, Officers and employees. Stagecoach competes and conducts business solely on the basis of merit, open competition, and by providing our customers with superior service.

Background and further guidance

Contact with our competitors is sometimes a necessary part of our business, but it is also something which competition authorities will examine very closely. Any communications between competitors may be interpreted at a later stage as being part of an anti-competitive agreement and Stagecoach may be called upon to explain this contact and what was discussed, even years later.

Further resources

We have a Competition Law Policy & Procedures manual that covers our approach to competition law compliance. We have also Dawn Raid guidance that outlines the steps to follow should such an event occur. These documents are available on Blink and can be accessed here: app.joinblink.com/#/hub/d656bad3-9df0-49eb-a198-f5f8390e70df

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 7.1 of this Code of Conduct. If you have any further questions you should pick up the phone to the General Counsel listed at 7.1 of this Code of Conduct or a member of the Legal team.

Practical examples

Q: As part of our operations, we manage the city bus station. A competitor has requested slots and stances for additional services. If I grant this request, they may be able to undermine our services. Can I refuse?

A: No, not simply because they are competitors. Bus station operators which also operate bus services, have obligations made by the Local Bus Service Market Investigation (Access to Bus Stations) Order 2012 to treat users of bus stations on fair, reasonable and non-discriminatory terms.

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 at those times but we'll be fine after that. If we bid that way we may not win so should we say we will provide those vehicles even though we can't?

A: By acting this way you would be misrepresenting the position to win the contract, which could give rise to a claim against the Group and affect our reputation for honesty and integrity. Be honest and try to offer genuine creative solutions.

6.17

Suppliers

Our policy

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

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 7.1).

Further information on our approach to Modern Slavery and Human Trafficking can be found in our Modern Slavery Statement on our website at: www.stagecoachbus.com/group-policies-and-statements

Further information on our Supplier Code of Conduct can be found on our website at: www.stagecoachbus.com/group-policies-and-statements

Background and further guidance

We're committed to dealing with suppliers in a fair, honest and professional manner, whilst 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 we expect suppliers to meet their contractual obligations.

We encourage suppliers to adhere to similar high standards of corporate responsibility, as we have in our own business, and to have in place appropriate safeguards against bribery, corruption and facilitation payments. These standards and expectations have been made clear within our Supplier Code of Conduct, which we expect our suppliers, and their contractors, to have read and adhere to.

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.

Practical examples

Q: I need urgently to appoint an advisor to assist with a contract bid that is due to be submitted. We have not employed them before but they made an excellent presentation to us. Can I go ahead and appoint the adviser and sort the formalities later?

A: The nature and level of checks required on the new advisor will depend on the nature of the supply, the amounts involved, etc. It would not normally be acceptable to appoint a new adviser without undertaking some checks. However, if in doubt, you should discuss the proposal with your manager.

7.

Speak up



Employees and third-parties are actively encouraged to speak-up and report concerns if they know, or suspect, someone is violating the Code. Various reporting channels and processes are in place to ensure that complaints are logged, investigated and, where relevant, appropriate action taken.

7.

Speak up

Individuals who submit reports can do so via our dedicated web page, telephone hotline or via the dedicated email address.

All reports and concerns are treated confidentially and anonymously.

Our Company has zero tolerance to retaliation against any employee who, in good faith, makes a report of a potential violation of our Code of Conduct, our policies, or the law.

The Company will take disciplinary action, up to and including dismissal, against anyone who participates in an act of retaliation.

Further resources

A copy of the Group's whistleblowing policy is available at: www.stagecoachbus.com/group-policies-and-statements and on Blink here: app.joinblink.com/#/hub/78f46d74-9b53-4064-9cb7-e512b94e8e8e



7.1

Reporting

If you have a question, problem or a concern, there are people available to support you. In most cases, your line manager should be your first point of contact. They are likely to be in the best position to understand your immediate 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, or indeed if they are part of the issue then speak to another member of the management team. You can also contact one of the individuals listed here or use the Group's whistleblowing service.

Stagecoach has various reporting channels for anyone to submit a report of any violations to the code, as follows:

Email:

whistleblower@stagecoachgroup.com

File an anonymous concern at:

report.whistleb.com/stagecoach

Call our dedicated and anonymous hotline: +44(0)207 660 1375 and enter code 7384.

You can also contact the Stagecoach people listed on this page →

The contacts for questions, advice and further information are:

Sarah Bradley

General Counsel & Company Secretary

+44(0)7920 277000

sarah.bradley@stagecoachgroup.com

Sarah Blake

Chief People Officer

+44(0)7553715069

sarah.blake@stagecoach.com

Tracey Smyth

Head of People & Talent

+44(0)7825 113551

tracey.smyth@stagecoachbus.com

8.

Joint ventures and associates



8.

Joint ventures and associates

This policy applies to Stagecoach Group Limited and its subsidiaries and businesses for which Stagecoach has management responsibility.

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-bribery & corruption policies and procedures.



9.

Questions, advice and further information



9.

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 they should seek advice either from their manager or from one of the contacts listed in Section 7.1.



10.

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.

10.

Conclusion

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; the People Team or where applicable 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.



The end

We understand that was a lot to get through, and a lot of information to take in.

So if you have any questions or queries, no matter how big or small, then don't hesitate to get in touch on the email address below.

sarah.bradley@stagecoachgroup.com