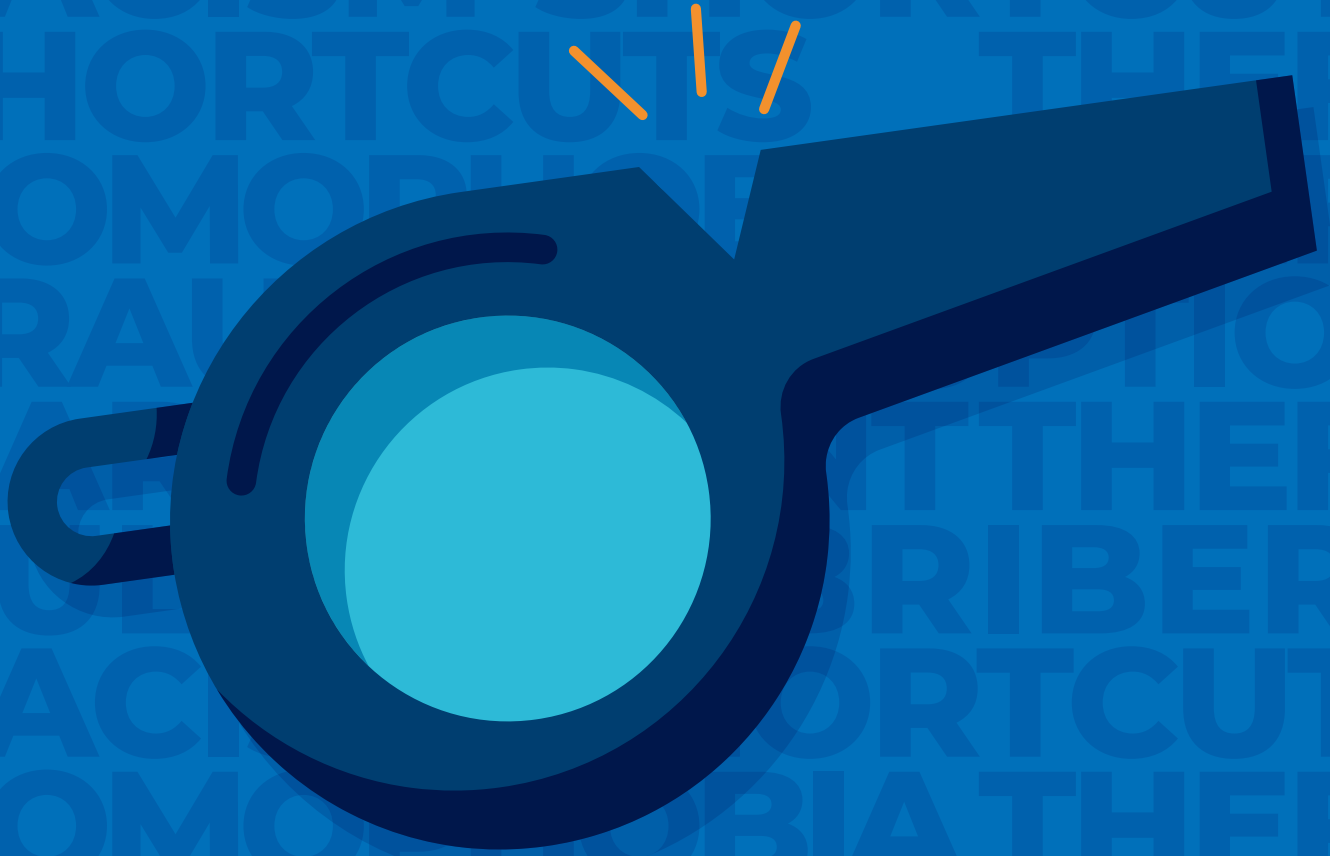


DO THE  
RIGHT THING...

# SPEAK UP

Our  
Whistleblowing  
Policy



# Do you have a concern such as:

- Shortcuts are being taken on safety procedures?
- Stagecoach's resources are being misused?
- People are potentially stealing from Stagecoach or colleagues?
- A colleague is being bullied and you believe nothing is being done to help them?
- A Manager has recruited a family member over someone more qualified for the role?
- Someone who works for Stagecoach is acting or speaking in a way that is racist and homophobic?

**If you do, then we encourage you to Speak Up to a Manager or contact one of the people listed on the last page of this document.**

**Alternatively, you can also report any concerns by:**

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

**Filing a concern** at: [report.whistleb.com/stagecoach](http://report.whistleb.com/stagecoach)

**Calling our dedicated 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)

The online service and dedicated phone line are managed by a company completely 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. In addition 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, however, you see or hear things you feel are not right, we'd like you to **Speak Up**.

By **Speaking Up**, you are giving us the opportunity to deal with the things you have seen or heard in a timely manner. We value the help of employees, customers and suppliers who **Speak Up** as it ensures issues can be dealt with fairly and transparently to ensure we maintain the trust of everyone who has dealings with Stagecoach.

## Looking after you for Speaking Up

Employees who **Speak Up** in good faith are protected and we will not tolerate any form of retaliation or victimisation that may occur against you for Speaking Up. If, however, you feel you want to **Speak Up** in a way that is anonymous, we work with an independent company to enable you to **Speak Up** in this way either by phone or online.

## Who can Speak Up?

This policy is available to everyone working for, or on behalf of Stagecoach. It is also open to any party with whom we have, or have had, some type of business relationship (such as business partners, suppliers, customers, agents, representatives and shareholders) and to anyone who wishes to raise a concern about possible misconduct within our Company.

## What concerns can I raise?

Some examples of concerns you can **Speak Up** about are:

- Fraud
- Theft
- Corruption
- Breaches of competition laws and rules
- Bullying, harassment or discrimination
- Inadequate financial/non-financial recordkeeping/financial malpractice
- Improper use of company resources
- Breach of confidentiality
- Bribery
- Breaches of our gifts, entertainment and hospitality policy
- Insider trading
- Conflicts of interest
- Abuse of authority
- Environmental, health & safety and security issues
- Disclosure of confidential information
- Misuse of corporate information

## You should **not** use the **Speak Up** whistleblowing service to:

- Raise any grievances you may have in relation to your terms of employment;
- Settle personal disputes; or
- Make accusations which you know are false. Doing so may lead to disciplinary measures.

# How to Speak Up

**Anyone who works for, or has any business dealings with, or is a customer of, Stagecoach can raise a concern by:**

**Speaking to, or emailing**, a Manager or contacting one of the people listed on the last page of this document.

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

All reports raised using the above channels are **confidential**.

## Do you want to Speak Up anonymously?

The below online service and phone line are managed by a company completely independent of Stagecoach. Using either of these two options means the concern you are raising is both **confidential** and **anonymous**.

**File a concern at:** [report.whistleb.com/stagecoach](http://report.whistleb.com/stagecoach)

**Call our dedicated 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)

Regardless of how you **Speak Up**, you can be confident that you're doing the right thing and that your concern will be handled promptly, appropriately and confidentially.

Managers who are told of possible concerns must keep the matter confidential and should never take it upon themselves to investigate the issue without first notifying one of the contacts listed in the table at the end of this document.

## How we will respond

Whoever you raise your concern with, e.g. a Manager, will respond to you directly either by email or in person. If you use the Stagecoach email address option, you will be replied to directly from this email address.

If you decide to use the independent service, either by phone or online, you will receive a **unique ID** and **PASSWORD** which you can use to call back or access the **Speak Up** site ([report.whistleb.com/stagecoach](http://report.whistleb.com/stagecoach)) to check progress on your concern.

You can check for feedback here, see if there are further questions or, if you want, provide additional information. If you choose to remain anonymous, note your **ID** and **PASSWORD** as this is the only way to contact you. All **Speak Up** concerns made this way are directed back to Stagecoach for review and/or investigation.

# Our promise to you for Speaking Up

## Confidentiality

- All concerns raised will be treated in confidence.
- Your identity will not be disclosed – whether you have chosen to use the anonymous service or not.
- We must inform an implicated person that a concern has been raised about him/her.
- Please help us keep confidentiality by not discussing your concern with anyone else.
- An employee attempting to discover the identity of an individual who has raised a concern, but who wishes to remain anonymous, could be subject to disciplinary measures.

## Protection from retaliation

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

- Threats and retaliation are not tolerated and anyone acting inappropriately will face disciplinary action.
- You are protected even if you are incorrect or mistaken. If you believe you are being subjected to retaliation by any person in Stagecoach, please advise us immediately at: [whistleblower@stagecoachgroup.com](mailto:whistleblower@stagecoachgroup.com)

## Misuse of Speaking Up and untrue disclosures

An employee who raises malicious concerns in bad faith, or a concern 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.



# What happens after you've Spoken Up?

We take 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.
- Depending on the nature, urgency and potential impact of your concern, the case will be handled by a Case Manager appointed by the **Speak Up Review Panel**. This panel consists of the Group People Director, the Company Secretary and the Group Compliance Manager. These individuals manage the Group Speak Up process and are the only people who will have sight of any concerns raised using the Stagecoach email address, the online service or phone line.
- Serious issues may be shared, confidentially, with Senior Executives of Stagecoach, including the Chief Executive. Depending upon the nature of the concern and the requirements for review and or investigation, your concern may be shared with others as appropriate, to determine the appropriate action to be taken.

## 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. Here's what will happen when we receive a concern:

- The first stage of the review process is an assessment of the concern to decide if it

requires further review and investigation (and, if so, by whom).

- The **Speak Up Review Panel** will meet to discuss concerns received to make this initial assessment and decide if there are grounds for proceeding with an investigation. The Panel will also exclude from its meetings any persons it deems appropriate, depending on the nature of the concern and the allegations made.
- If the Panel decides there are insufficient grounds on which to proceed, the individual raising the concern will be informed and will have the right to provide further information and/or resubmit his or her concerns.
- If further review and investigation is required, the Panel will decide how this should be undertaken and will have the responsibility to ensure investigations are conducted that will focus on an objective, factual and unbiased analysis of the concern. As needed, internal or external experts (e.g. Engineers or IT specialists) may be engaged to assist and they will work under strict confidentiality. Possible outcomes could include:
  - (i) internal investigation by qualified, independent senior member of the Company;
  - (ii) referring the matter to the Police;
  - (ii) an independent external inquiry.

## Important things to note for anyone involved in an investigation:

- You may be approached for additional information through the online service if you are an anonymous reporter, or because you may have some information regarding, or been implicated in, a concern.

- If you become involved in an investigation, you must cooperate 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 cooperate with an investigation may lead to disciplinary measures.
- All parties involved, including any implicated persons, are entitled to confidentiality to avoid unnecessary damage to their reputation.
- Whether or not you are the reporter, the implicated person or a witness, if you participate in, or learn about, an investigation, you must keep the matter confidential.
- 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.
- If you are the one making a report, you are required to cooperate with any resulting investigation, as appropriate, but are not to attempt to conduct any investigation yourself.
- If your concern is well-founded (i.e. misconduct has indeed taken place), appropriate measures will be taken, where necessary, and in accordance with the law and our disciplinary processes.
- 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 possible after the report is made and as warranted by any review and or investigation.
- The person about whom the report has been written will be invited to respond to the allegation as part of the investigation and/or before any conclusion is reached. The point at which it is appropriate for the individual to be informed will depend on the nature of the case.
- Investigation findings will be reported to the **Speak Up Review Panel** who will reach a decision on any further action to be taken. Following an initial investigation, other internal procedures may be identified as relevant and may be invoked, such as the disciplinary, grievance or complaints procedures.
- The Stagecoach Board will receive updates from the **Speak Up Review Panel** summarising all new allegations, investigation status updates and details of any actions taken following substantiated findings.

### How soon should you hear back?

- If you submit a report online, using your **unique ID** and **PASSWORD**, you will be able to check in on your concern online 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 urgent action is required, this will be explained in the confirmation.
- Likewise, if you have raised a concern to a Manager, or through the Stagecoach email, you will receive a response within 7 calendar days.
- On average, closure of your concern can be expected within 1 to 3 months depending on the nature of the allegation.

## 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, privacy and the legal rights of all concerned.

## 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 442 111**.

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:

<b>Sarah Bradley</b> Senior Legal Counsel, Stagecoach Group	+44(0)7920 277000	sarah.bradley@stagecoachgroup.com
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<b>Michael Vaux</b> Company Secretary, Stagecoach Group	+44(0)1738 642 043	michael.vaux@stagecoachgroup.com
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<b>Clare Burles</b> People Director, Stagecoach Group	+44(0)7766 366 990	clare.burles@stagecoachgroup.com
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<b>Alan McCormack</b> Compliance Manager, Stagecoach Group	+44(0)1738 642 062	alan.mccormack@stagecoachgroup.com
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**Email:** [whistleblower@stagecoachgroup.com](mailto:whistleblower@stagecoachgroup.com)

**File an anonymous concern at:** [report.whistleb.com/stagecoach](https://report.whistleb.com/stagecoach)

**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)