

# Code of Ethics

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# Introduction

## A message from Graham Sutherland, Chief Executive Officer

Dear colleague,

Conducting our business and behaving in a way that is ethical, and sets the highest standards of integrity, is the responsibility of each and every one of us.

These are the standards which our customers and stakeholders expect of us and which we expect of each other.

Our Code of Ethics sets out what's required of each of us and as colleagues, we support each other in meeting these standards.

### **Our commitment to the Code of Ethics**

Complying with this Code, and the policies covered within it, is a commitment that every FirstGroup employee makes. Each of us must hold ourselves, and one another, accountable for upholding it. You can read all about our responsibilities on page 6.

Understanding the Code, asking questions where necessary, and speaking out if we have concerns, is something each of us must do. You can find out how to raise concerns on page 7.

As an organisation, we are committed to conducting all our business in an open and ethical manner. While it is expected that each of us will exercise good judgement to achieve this, this Code exists to help us. It provides guidance to help define what is appropriate and support us to make the right decisions.

Please take the time to familiarise yourself and your teams with our Code of Ethics, and ensure that the responsibilities and the standards expected of us as FirstGroup employees are fully understood.

No matter what you do, or where you work in our business, we are all part of the same team and committed to setting the highest standards in everything we do.

Thank you for your support.

**Graham Sutherland**  
Chief Executive Officer

## Vision and Values

### Our Vision

**We provide easy and convenient mobility, improving quality of life by connecting people and communities.**

FirstGroup is a leading provider of transport services in the UK. Whether for business, education, health, social or recreation – we get our customers where they want to be, when they want to be there. We create solutions that reduce complexity, making travel smoother and life easier.

Our Vision provides us with our purpose and ambition – what we need to achieve in order to be successful. It helps to build our reputation as a company that puts its customers at the heart of everything we do.

### Our Values

Our Values guide behaviours and what we can expect from one another. A common understanding of what matters, including customer service and safety, defines who we are as a company.

- **Committed to our customers**  
we keep our customers at the heart of everything we do.
- **Dedicated to safety**  
always front of mind, safety is our way of life.
- **Supportive of each other**  
we trust each other to deliver and work to help one another succeed.
- **Accountable for performance**  
every decision matters, we do the right thing to achieve our goals.
- **Setting the highest standards**  
we want to be the best, continually seeking a better way to do things.

## Our responsibilities under the Code of Ethics

As colleagues or people working for, or on behalf of, FirstGroup, we must all:

- Make sure we are familiar with the Code and know how to access it when we need guidance
- Always remember our values, and apply them to our work
- Follow the law and our policies at all times, and know how the Code applies to our roles
- Speak up if we believe the law, our policies, or the Code have been breached in any way
- Ask questions if we are unsure about anything in the Code.

If you are a manager you must also:

- Be able to explain the key messages of the Code
- Ensure anyone who reports to you understands and has access to the Code
- Ensure appropriate action is taken if any member of your team reports a suspected breach (see page 7 on How to Speak Up)
- Regularly communicate the importance of the Code, and associated policies, to your colleagues.

Colleagues found to have acted in a way that is in breach of this Code or its supporting policies can face serious consequences, such as disciplinary action, including dismissal, and potential legal action.

You will find this code on the Legal and Compliance sections of the Employee Portal.

### Who does this code apply to?

The Code covers everybody working for, or on behalf of FirstGroup, including full and part-time employees at all levels, directors, agency workers, seconded workers, volunteers, agents, contractors, external consultants, third-party representatives and business partners.



# How to Speak Up

## Who should I speak to if I have a concern?

- In the first instance, you should raise your concern with your line manager who should be able to address it quickly and effectively or escalate it on your behalf where necessary
- If the concern involves your line manager, you'd prefer not to raise it with them, or they have previously not addressed the issue, you can either raise it with their line manager or with your HR team
- Alternatively, you can contact our independently run Confidential Reporting Hotline either by telephone or online.

## Confidential Reporting Hotline

The Confidential Reporting Hotline can be used if you don't feel able to speak to your line manager about an issue.

You can call or visit the website to:

- Raise any concerns about something at work which you think might be unlawful, a breach of this code, or against company policy
- Report anything that you think is a danger to colleagues or passengers
- Report any concerns you have regarding issues that have been reported to managers, and have not been acted upon or are being deliberately concealed.

The Confidential Reporting Hotline is run independently of FirstGroup and is completely confidential. Such concerns can be reported anonymously – however, it is helpful if you are willing to provide your name and how you can be contacted as this may assist in the investigation of the issue raised.

We may use the Confidential Reporting Hotline system to raise questions with you to clarify any issues, or to allow you to review updates on the outcome of the investigation. This is done in a way which allows you to maintain anonymity if you wish to.

The Confidential Reporting Hotline Telephone numbers are:

UK 0808 234 5291

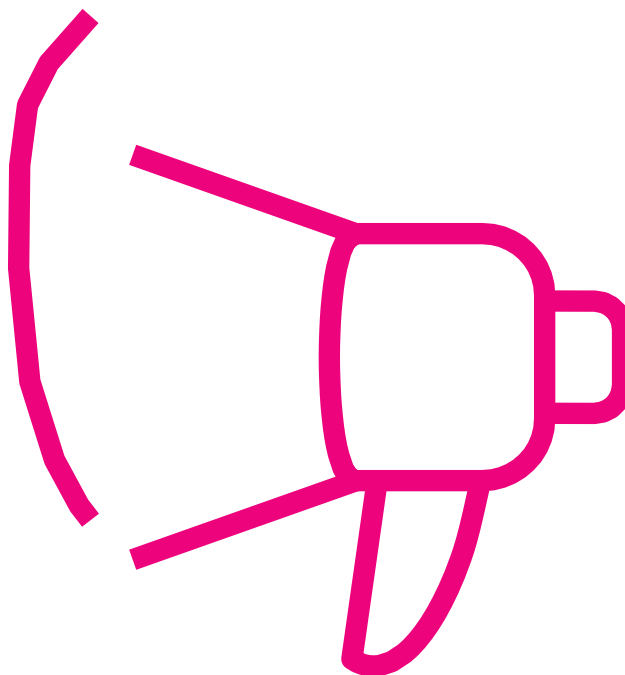
IRELAND 1-800 552 083

You can also use the Web Portal at

<http://www.firstethics.ethicspoint.com/>

## Retaliation

We support honest and open communication and encourage everyone to ask questions and report concerns. We do not tolerate retaliation, and consider it to be serious misconduct. Retaliation can take many forms, for example: intimidation, threats, humiliation, and raising issues maliciously or in bad faith. Always speak up if you think that you or someone you know has experienced retaliation.



# 1. Committed to Our Customers

We believe in building long-lasting relationships by providing excellent service. Honesty and trustworthiness are essential to our relationships too. These are some of the ways we show our *commitment to our customers* in today's environment.

## Meeting Passenger Needs

Our customers are at the heart of everything we do. We are committed to looking after their interests and will regularly review what we need to do to achieve this aim.

### Why does this matter?

Our services play an integral role in our passengers' lives. By providing quality, accessible services, we help them commute to work, attend school or college and explore their communities. We design and deliver our services with the unique needs of our passengers in mind.

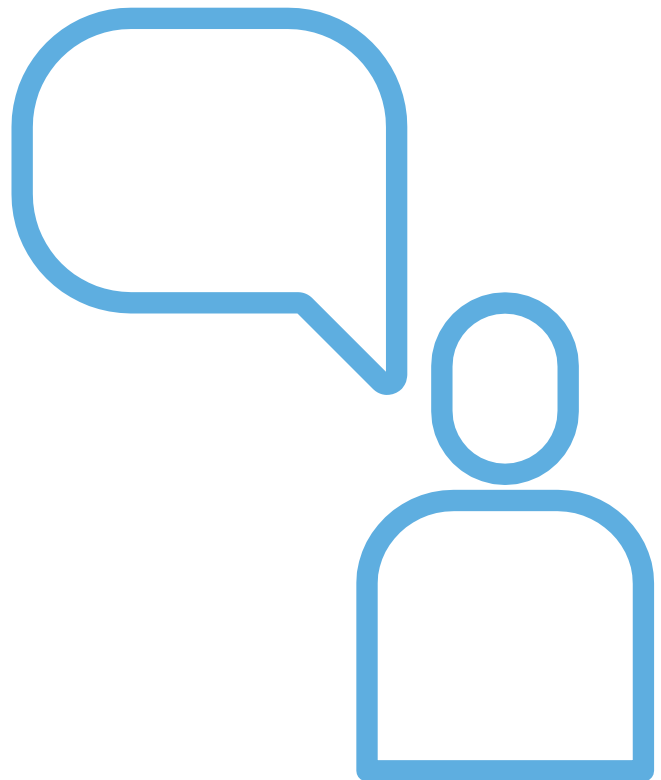
### What does this mean for you?

**We will:**

- **Respect the dignity and worth of every passenger**
- **Enable our employees to safely and appropriately provide services**
- **Promote the well-being of our passengers**
- **Strive to provide inclusive and accessible transportation services.**

As a business, we select vehicles, train our drivers and implement procedures to best serve our passengers.

As an employee, you play an important role in bringing these procedures to life and can help spot unmet needs in the communities we serve.



**Q.** If a passenger has a disability, what should I do?

**A.** Start by treating them with respect. Don't make assumptions. Be observant and let the passenger tell you what they need. If you have questions about a specific situation, talk to your manager.

**Q.** How do we know if our passengers are satisfied with our services?

**A.** We measure customer satisfaction across our business divisions and obtain feedback to help us provide a service that meets and exceeds the needs and expectations of our customers.



## Bribery

We base our business relationships on transparency, trust and accountability. We have a zero-tolerance approach to bribery, and never offer or accept any form of payment or incentive intended to improperly influence a business decision.

### Why does this matter?

We pride ourselves on our reputation of always acting ethically and fairly in our business dealings. The use of bribes is not just illegal, but damages our reputation, and the communities in which we serve.



### What does this mean for you?

- **Never make, offer or promise cash or services to business partners or anyone we come into contact with, in order to influence them**
- **Never seek to offer or accept bribes or kickbacks**
- **Never use a third party to make improper payments. Remember that where a third party is acting on our behalf, FirstGroup can be held liable for their actions**
- **Make sure you understand, and always comply with, our Gifts and Hospitality policy.**

## Gifts and Hospitality

Offering or accepting modest gifts or hospitality is an important part of building business relationships. However, gifts or hospitality should never affect, or appear to affect, business decisions.

### What does this mean for you?

- **You may give or accept reasonable and appropriate gifts or hospitality, provided it is compliant with the Gifts and Hospitality policy and is approved and reported correctly**
- **Never give or accept gifts that influence, or might appear to influence, business decisions.**

**Q.** In my market it is common practice to pay the local official a small amount of cash to get certain paperwork stamped. Is this a problem?

**A.** Yes, this is a problem. This is a type of bribe known as a 'facilitation payment', and is illegal under UK law, even if you are working in another country. It should be refused and reported immediately.

**Q.** A supplier offered to take me on an all-expenses paid trip to a resort to play golf. The supplier is going to be involved in a bidding process for FirstGroup in the next few weeks. Can I accept?

**A.** No. Given the timing of this offer during a bidding process it would be inappropriate to accept, as it could be seen as influencing your decision. Even if the timing were different, an all-expenses paid trip is likely to be considered unduly lavish and not in keeping with reasonable business practice. You should politely decline the offer and record it in the Gift Register in line with our Gifts and Hospitality Policy.

## Competition Laws

We support free and open competition. We gain competitive advantage by providing the highest level of service, not through unethical or illegal business practices.

### Why does it matter?

Competition laws exist in all our markets, and breaking these laws, even unknowingly, may mean significant penalties and disruptive investigations for companies and individuals. Breaches also damage our reputation as a business, and erode the trust our customers have in us. Our customers should be confident that FirstGroup has earned their business and acted independently and fairly when proposing pricing and services.

### What does this mean for you?

- **Always act independently. Never agree with competitors to reduce competition between us**
- **The following activities should always be avoided and reported to the Legal Department or the Confidential Hotline if you believe they have occurred:**
  - Any agreement that reduces competition between us and any competitor. This includes bid rigging or market allocation. Generally, you cannot agree to fix prices or agree where we will or will not operate
  - Sharing sensitive information with, or asking for sensitive information from suppliers
  - Collectively boycotting specific suppliers or customers
- **Be vigilant and monitor the behaviour of our business partners. Never “look the other way” if you see signs of anti-competitive behaviour**
- **Take care when writing about our business, customers, suppliers or competitors. Remember that most internal documents, including emails, text messages and board papers can be viewed by regulators during an investigation**
- **If contact with competitors or suppliers raises any concerns, stop the conversation or leave the meeting and contact your local Legal team as soon as possible.**

**‘Antitrust law’ and ‘competition law’ are different names for the same thing – the laws and regulations which prohibit agreements, business practices or conduct that are anti-competitive.**

### Sanctions

We comply with trade laws in all countries in which we operate, including import and export laws, and sanctions. Trade sanctions are complex, so if you are involved in transactions, such as business dealings with a sanctioned country, you must comply with all applicable laws. Contact your local legal team if you have any questions.

**Q.** After a meeting with a local authority, one of our competitors tries to discuss their new pricing plan for their bus operation with me. What should I do?

**A.** You should make it very clear that you do not wish to discuss their plans. If they persist, you should leave the room immediately and contact your legal department immediately to explain the situation. Most importantly, do not share this information with anyone else and do not act on it.

**Q.** I've been asked to attend a trade association meeting – is that OK?

**A.** Yes, these meetings are not in themselves problematic, and may be pro-competitive. However, the normal competition rules apply – you mustn't discuss, disclose or exchange commercially sensitive information with a competitor. Remember to refer to the Gifts and Hospitality policy if your attendance is being paid for by a third party.

# Insider Dealing

While we are all allowed to make personal investments, we must not violate the rules on insider dealing by using inside information to inform our trading choices or the trading choices of others. These rules apply to everyone, not only to FirstGroup employees.

**Insider dealing involves using inside information inappropriately and happens where the person who has inside information:**

- **Uses it to acquire or dispose of a company's shares or other securities, whether for their benefit or someone else's**
- **Discloses it to another person not through the course of employment or duties**
- **Recommends another person to deal in a company's shares or other securities.**

## What is 'inside information'?

Inside information is any confidential information that would likely be considered material to an investor when deciding whether or not to invest in that company's shares or securities.

## Why does it matter?

Insider trading can distort markets and is illegal. Our investors rely on our continued openness and honesty, so there are serious repercussions for breaching the rules.

We all have a responsibility to know and abide by the law on insider dealing. We also have our own Share Dealing Code which applies to certain individuals and imposes additional obligations. You will be individually notified if the Share Dealing Code applies to you.

## What does this mean for you?

- **You are in principle allowed to buy FirstGroup shares and shares or securities of other companies in most instances**
- **If the Share Dealing Code applies to you, you must refer to it before dealing in FirstGroup's shares or securities**
- **You must not trade in the shares or securities of any company when you have inside information about that company. For example, you are not allowed to buy shares in FirstGroup if you have learned something at work that could affect the share price**
- **You must not share inside information with others. As a general rule, do not disclose confidential information to anyone unless you are authorised to do so**
- **Do not spread false information designed to manipulate the price of a company's shares or other securities**
- **Remember that these rules continue to apply even when you are no longer a FirstGroup employee**
- **If you have any questions or concerns, please contact Company Secretariat.**

**Q.** A family member is considering selling their FirstGroup shares, but I know confidentially that we have just won a bid which could have a positive impact on our share price. Can I tell them to wait?

**A.** No. You should never use inside information to help or influence the investment decisions of others. In certain circumstances it may be illegal for your family member to sell their shares even if you haven't told them anything – please check the Share Dealing Code.

## 2. Dedicated to Safety

We believe all injuries can be prevented and our goal is zero harm. Our passengers and our employees trust us to keep them safe and we are dedicated to making safety a core personal value in our workforce.

### Health and Safety

Our dedication to safety drives us to continually look for ways to improve our practices. We believe that all injuries can be prevented, and our goal is zero harm. Achieving our aim requires us all to take responsibility for observing, and promoting, good health and safety practices.

#### Why does this matter?

The safety and security of our customers and employees is fundamental to everything we do. Everyone should be able to do their job, or use our services, safely. Accidents and injuries can have very serious consequences for colleagues and customers. As well as the personal impact on an individual's life, they also impact FirstGroup by damaging the trust our customers and employees have in us, and can lead to significant fines and even imprisonment.

#### What does this mean for you?

- Follow all laws and company policies (both Group and divisional) on health and safety. Never act in a way that puts yourself, colleagues, passengers, or anyone else at risk
- Be attentive during safety training and ask questions if you are unsure about something
- Enforce the rules and challenge others if you feel something is unsafe, regardless of seniority
- Support and acknowledge colleagues and business partners “doing it right”
- Promote openness and the courage to report incidents and near misses
- Use reports as learning opportunities to continuously improve workplace safety
- Do not ignore unsafe acts or hazards, or leave it until later. Speak up as soon as you see something unsafe.

**Q.** I recently tripped over some loose cables on the office floor. I feel they are unsafe but they belong to a senior colleague so I feel awkward reporting them. What should I do?

**A.** Regardless of seniority, you should discuss the issue with them in order to address it. Together, you should remove the hazard and fill out a hazard/near miss reporting form, or record the hazard directly in the Safety Toolbox.

**Q.** I work in an engineering depot, but I have not received any health and safety training as my manager says most of it is just common sense. Is this okay?

**A.** No, it's not okay. All employees should receive the necessary training to allow them to be safe in their workplace. You should try to challenge your manager on this point. If you don't feel comfortable doing so, you can report this anonymously through the Confidential Reporting Hotline.

#### Be Safe

Be Safe is our Group-wide safety commitment, taking our safety performance to the next level through behavioural change. It has three clear objectives:

1. To make progress on our way to “Zero Harm”
2. To make safety a personal core value through behaviour change
3. To improve overall performance



## Drugs and Alcohol

Misuse of drugs and alcohol threatens our ability to safely serve our customers and compromises the safety of our employees. We have zero-tolerance for this type of misconduct in the workplace, whether in an office, frontline or managerial role.

### Why does this matter?

When we report for duty it is critical that we can fulfil our roles effectively, efficiently and safely. We maintain a workplace that is free from the misuse of drugs and alcohol because this behaviour puts you, your colleagues and our customers at risk. It impairs your ability to carry out your role to the best of your ability and it is counter to our commitment to safety.

### What does this mean for you?

- **You must not work if you are under the influence of illegal drugs or any drug that may impair your fitness for duty**
- **You must not work if you are under the influence of alcohol. Remember that alcohol remains in your system after drinking and could still affect your performance**
- **You must co-operate if you are required to undergo drug or alcohol testing**
- **If you are concerned about a colleague's use of alcohol or drugs, then report it to your local management or HR**
- **If you have a drug or alcohol related problem, come forward and we will support you in getting professional help**
- **If you are taking medication which could affect your ability to perform a safety critical task, discuss it with your manager.**

**Q.** I'm taking prescription medication that I'm worried could interfere with my ability to work, but I don't want to tell my supervisor as I don't want to reveal my condition. What should I do?

**A.** If you or your doctor think your medication could affect your ability to do your job, you must report this immediately to your manager or the local HR team. They can then get advice as to whether you can do your work safely and effectively.

**Q.** I was speaking to another driver during a break and noticed that she smelled of alcohol. What should I do?

**A.** If you have a reasonable suspicion that one of your colleagues may be under the influence of drugs or alcohol, don't wait to speak up. Talk to your manager immediately.

## 3. Supportive of Each Other

We believe in building teams that trust and respect each other. Collaboration and inclusiveness encourages innovation and provides valuable insights into our passengers and communities. We believe that supporting each other is key to our success.

### Bullying and Harassment

We believe that everyone should be treated with dignity and respect and should feel safe in the workplace. We therefore take a zero-tolerance approach to bullying and harassment.

#### Why does it matter?

Behaviour that makes someone feel intimidated, degraded, humiliated or offended has no place in our workplace. Harassment or bullying of anyone, particularly on the grounds of race, colour, religion, age, gender, disability, national origin or sexual orientation is completely unacceptable and will not be tolerated. We spend a lot of time at work and should feel safe and welcome in the workplace.

**Examples of bullying or harassing behaviour could include:**

- Spreading malicious rumours or insulting someone
- Continuing any behaviour when we've been told it is unwanted, offensive or insulting
- Unfair treatment, exclusion or victimisation
- Use of derogatory comments, slurs or unwanted comments or jokes
- Any actions intended to hurt or upset someone else.

#### What does this mean for you?

- Help to create a positive and welcoming workplace by treating others kindly and respectfully
- Never behave in a way that is, or could be interpreted as, bullying or harassment
- Be conscientious about how your actions and words might be interpreted or misunderstood by others
- Speak up for others if you see them being treated unfairly
- Report conduct you believe is harassment or bullying. You can report this directly to your manager or HR. Or report it anonymously through the Confidential Reporting Hotline.



**Q.** My colleague often tells jokes which most people find funny. However, I know that a couple of people in my team find them offensive. Is this okay?

**A.** No, it's not okay. Everyone we work with should be treated with dignity and respect. Just because something might not seem offensive to one person, and may not have malicious intentions, it does not mean it won't be upsetting to others.

**Q.** My line manager can be abusive to the colleagues in our team. We know she is a perfectionist, but it makes our work unenjoyable and difficult. I worry that if I speak up, she might become worse. What should I do?

**A.** Abusive or bullying behaviour is never acceptable no matter who is doing it. We are supportive of each other and any such actions should be reported.

## Diversity and Inclusion

We value and promote difference and diversity throughout our business and at every level of our organisation. We believe that everyone is entitled to employment opportunities based on their individual abilities and merit.

### Why does this matter?

Diversity in our workforce is invaluable. Collaboration and inclusiveness encourages innovation and provides valuable insights into our consumers and communities. The breadth of backgrounds, ideas and talents in our workforce makes us what we are as a business, and we are committed to maintaining this diversity, and the benefits it creates.

We also believe that decisions related to employment or promotion should be assessed on individual merit. Decisions will be based on achievements, job-related skills and performance, using fair and clearly defined criteria.

### What does this mean for you?

- Always treat others with dignity and respect, whether they are colleagues, customers, suppliers or third parties, and regardless of any social or cultural differences
- Help to create an environment where all colleagues can contribute, develop, and fully use their talents
- Keep an open mind to new ideas, and listen to different points of view
- Never discriminate. Challenge and report any discriminatory behaviour.



**Q.** There is a promotion opportunity in my department for which there are two candidates. Since one is 50 and the other is 40, should I promote the younger one as they may work for us for longer?

**A.** No. You cannot discriminate on the grounds of age. We base our employment decisions on individual merit, against clear and fair criteria, rather than non-job related characteristics.

**Q.** A colleague is recruiting a new team member but I am worried they may be discriminating against certain candidates. What should I do?

**A.** If you feel comfortable you should challenge your colleague on this issue, and urge them to discuss the selection criteria with their local HR team. If not, you should raise the issue with your Manager or local HR lead. You can also report your concerns anonymously through our Confidential Reporting Hotline.



## Political Activity

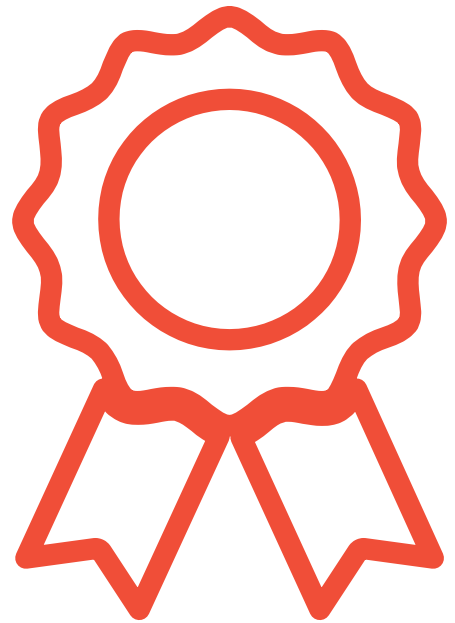
We recognise that everyone has the right to hold political opinions and to take part in political activity – whether support for a political party or a specific campaign. However, we must be respectful of the opinions of our customers and colleagues, and should not allow our personal political beliefs, opinions and activity to impact on our work and our workplaces.

### Why does this matter?

As a business, we engage with public bodies and government at all levels on a variety of issues. We must be able to demonstrate a political neutrality and willingness to work with elected representatives from any mainstream party, to provide services to the local community. It is therefore important our own political views are not seen as those of the Group.

We also recognise that our customers and passengers, who will hold a variety of views, will not expect to hear political commentary or have their own opinions challenged while using our services.

However, this does not mean that we, as a business, do not engage with politicians on policy issues, which relate directly to our business objectives, for instance campaigning for improved transport infrastructure or seeking to influence party positions on transport.



### What does this mean for you?

- **Never engage in any public policy activity on behalf of FirstGroup or appear to represent the political views of the company without express permission from your Communications team**
- **Ensure that personal political support and activity doesn't adversely affect your work**
- **Respect the political views of your colleagues and those you encounter in your role. Don't force your own views onto anyone else – debate is fine; bullying isn't.**

We have agreed guidance on political advertising being carried on our vehicles and visits by candidates and politicians to business locations, which ensures we take a fair and consistent approach to parties, candidates and campaigns. This is particularly important at election time. Please consult your Communications team for further information and guidance.

**Q. I volunteer for a political party and would like to create some pamphlets in advance of an upcoming election. Can I spend some time at work working on these?**

**A. No. While we respect the right of our employees to engage in political activity, this should be done using your own resources and time.**



## Trade/Labor Unions

We are committed to respecting our employees' freedom of association.

### Why does this matter?

We believe that our success depends on trust and respect for each other. This includes respecting both the right of our employees to join a trade/labor union of their choice and the right not to join a union at all.

### What does this mean for you?

- You may organise in accordance with national laws and practices
- You are encouraged to make an informed choice and receive balanced factual information to assist in that choice
- You must not attempt to intimidate or harass any other employee regarding their union choice, interest or lack of interest in joining a union
- Managers will not advise employees to vote “no” against the union or act in a way that could be seen as “anti-union”.

You should report potential violations to your manager or HR. You can also submit anonymous reports through our Confidential Reporting Hotline.



## Human Rights

We are committed to recognising human rights on a global basis. We have a zero-tolerance approach to any violations within our company or by business partners. We will conduct all our business in an ethical manner and uphold human rights in our business and supply chains.

### Why does it matter?

Human rights are the fundamental rights, freedoms and standards of treatment to which everyone is entitled. Our position in the communities we serve allows us to promote and protect the rights of all those we work with and alongside. We have established certain standards designed to protect human rights and expect our business partners to operate by these standards too.

### What does this mean for you?

- **Communicate our values to suppliers, contractors and business partners**
- **Raise concerns about any issue or suspicion of modern slavery or human rights violations. Potential violations may include:**
  - Interference with the freedom of association or collective bargaining
  - Failure to provide a safe workplace
  - Violating child labour laws
  - Forced or compulsory labour, servitude or abuse of labour
  - Human trafficking
- **Build strong and lasting relationships with trusted suppliers, and be vigilant in ensuring human rights are respected in our supply chains.**

### Modern Slavery

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced labour and human trafficking. We are committed to the prevention of modern slavery and human trafficking in all its forms. You can read more about our policy and approach in our Modern Slavery Code of Conduct, and our Modern Slavery and Human Trafficking Statement.



**Q.** A supplier made an offhand comment that made it sound like they keep prices low by using parts manufactured by children. What should I do?

**A.** Report it. Contact your manager or local Legal team immediately. You can also make an anonymous report through our Confidential Reporting Hotline.

## 4. Accountable for Performance

We believe in doing the right thing to achieve our goals. We know that every decision matters. As a global company, we are committed to remaining *accountable for our performance*. Here are some of the ways we stay true to that value.

### Conflicts of Interest

We all have a duty to avoid interests or relationships that conflict with the interests of FirstGroup, or may interfere with our judgement or independence in performing our roles.

#### Why does it matter?

Conflicts of interest happen whenever our personal interests, activities or relationships interfere with our objectivity or loyalty to FirstGroup. Some conflicts are obvious, such as a kickback payment for awarding business to a supplier. Others may be less obvious, such as conducting business with a supplier owned by a close family member. These conflicts make it difficult to make business decisions based on sound judgment, and in the best interests of FirstGroup.

Even if you don't intend to do anything wrong, the appearance of a conflict of interest can lead to questions about your integrity so we must be careful.

#### What does it mean for you?

- **Avoid situations where your personal interests may conflict with the interests of FirstGroup**
- **Every year, make a written disclosure of all situations that create or even appear to create a conflict of interest. Your manager can help you complete and submit the disclosure form**
- **Don't hire or supervise a close family member or friend without written approval**
- **Be aware of these examples of actual or potential conflicts of interest:**
  - You or a close relative is employed by, provides services for, or receives payment from any competitor, supplier or customer
  - You or a close relative owns a business that does business with FirstGroup, or one of our customers, suppliers or contractors
  - You have outside employment or business interests that interfere with your ability to do your job at FirstGroup
  - You or a close relative has an investment or other financial interest in a supplier, competitor or customer of FirstGroup

**Q.** My team is recruiting for an administration position that I think my nephew would be well suited for. Is it alright if I pass along his details and recommend him for the role?

**A.** Yes, some of our best hires come from our employee referrals. If your relative is well qualified for the role you should mention them, and your relationship, to your local HR department. You should make sure you are not in a position to directly determine or influence the decision to employ them.

**Q.** I have an advertising budget that I want to spend with an internet search company. My partner holds stocks in the company, but I honestly feel they are the best option. Is this a problem?

**A.** Yes. Your decision could appear to be motivated by your partner's investment. Discuss this issue with your line manager or supervisor, and obtain the appropriate internal approvals required under the Conflicts of Interest Policy, before progressing with the project.

## Use of Company Resources

Company resources are intended to help employees achieve FirstGroup's business goals. We all have a responsibility to use these resources in an appropriate and responsible way.

### Why does this matter?

Misusing or wasting company resources, including employee time, hurts all of us and has a negative effect on the company's performance. We are also often entrusted with our clients' resources, and looking after them is important for maintaining their trust.

### What does this mean for you?

- Do not waste, damage or misuse company or client resources. This includes leaving company or client resources unattended and unsecured, and inappropriately using computer systems, mobile phones, or tools
- Protect the wide range of physical assets belonging to the company and our clients, including facilities, office supplies, vehicles, fuel, tools, and parts
- Monitor the use of resources and take steps to address potential waste or misuse
- Remember that your time is another company resource that should not be wasted or misused.



**Q.** I think my manager has been helping run a side business during company time, and using a company laptop and email address to do so. She keeps her email password on her desk. Is it okay for me to do some investigating?

**A.** No. If you suspect this kind of misconduct you should raise it with HR, Internal Audit, or Security or make a report to the Confidential Reporting Hotline.

### Business and Financial Records

We maintain complete and accurate business and financial records so that we can make informed business decisions and fulfil our obligations to stock markets and shareholders. You must always be vigilant in ensuring records are accurate, and never falsify or conceal information.

### Money Laundering

Money laundering is the process of hiding illegal funds or making them look as though they are legitimate. We must never facilitate, tolerate or condone any form of money laundering.

### Tax Evasion

Tax evasion involves the illegal and fraudulent non-payment of tax, and is a criminal offence. We must never engage in tax evasion, or assist anyone else in engaging in tax evasion.



## Fraud

We have a zero-tolerance policy towards fraud in any form. We all have a duty to carry out our work and duties with honesty and integrity.

### Why does this matter?

Fraud is any act of dishonesty or deception intended for personal gain or to harm the interests of others. This can include theft, tax evasion, misuse of company resources or false accounting. Fraud, in all its forms, is dishonest and criminal and will not be tolerated by FirstGroup.

Fraud has a serious impact on us all as employees of the business. Not only does it cause significant financial loss, it also affects our reputation and the trust our customers and stakeholders have in us as a business. We are committed to conducting all business activities in an honest and ethical way, and this is only possible if every employee, and all those we do business with, act with honesty and integrity.

### What does this mean for you?

- Carry out your work and duties with honesty and integrity
- Be vigilant at all times in ensuring fraud is not taking place in your area of the business, or in any of your business dealings
- If you are concerned that a colleague or business partner is committing fraud, then report it immediately
- Remember that our standards also apply to third parties who are working on our behalf or whom we are otherwise engaged with.

**Q.** I was looking through my department's accounts, and the numbers don't match up to what I expected. I brought this up with my manager who told me they were fine, but not to discuss it with anyone else. What should I do?

**A.** If your manager has not provided a valid explanation, you should report your concerns to Group Security, or via the Confidential Reporting Hotline. Allegations of fraud will be taken seriously, and a proper investigation will be undertaken.

# 5. Setting the Highest Standards

We believe that we can always improve. We are continually looking for even better ways to serve our customers and communities. We believe in *setting the highest standards* and working together to meet those goals.

## Data Protection

We respect and protect everyone's privacy, and comply with all data protection laws.

### Why does this matter?

To run our business, it is necessary that we collect and use personal data relating to our employees, customers, suppliers and third parties. For example, we hold data on our colleagues to enable us to pay them, and we use data about our customers to keep them informed about offers and changes to our services. Any personal data we hold will only be used in a manner that is appropriate and lawful, and we will take steps to protect the confidentiality, integrity and accessibility of this information.



### What does this mean for you?

- **Make sure you understand, and comply with, all relevant policies and procedures on data protection**
- **Make sure you are aware of the type of information you have access to and the applicable rules**
- **Never share personal data with third parties or individuals without ensuring the proper authorisations are in place**
- **Never access or use personal information for your own purposes**
- **Pay attention to any IT Security alerts and be vigilant about screening potential phishing scams or suspicious attachments**
- **Report suspected malware or viruses immediately**
- **Ensure all personal data is held securely, and never retain personal data longer than is necessary**
- **If you believe that data has been lost or misused, inform your line manager immediately.**

**Q.** I've been contacted by a customer who has asked for the contact details of a former colleague who recently left FirstGroup, so that they can wish them well in their new role. Can I pass on the details?

**A. No. You should never provide personal data relating to any individual without their prior consent. You should direct the call to your local HR department.**

**Q.** We're closing our depot and have boxes full of daily log sheets that may contain personal data. Can we dispose of these?

**A. We should not keep personal data longer than is necessary. You should refer to the applicable data retention policy to find out how the log sheets are meant to be kept. If they can be disposed of, make sure it is done securely via the approved methods.**



## Environment

We promote and champion the environmental benefits of the public and mass transit services we provide, and we closely manage the environmental impacts arising from our business activities. We use best practice environmental management systems and processes, and stay at the forefront of research and innovation in low carbon vehicles and fuels.

We constantly seek to reduce our carbon footprint and other environmental impacts through improvements in our services and practices.

### Why does this matter?

As a major transport operator, we have an important role in providing communities with sustainable, low carbon transport, and in encouraging more people to use public and mass transit services. We must consistently assess our environmental impact, and seek ways to make our services cleaner and less carbon intensive.

### What does this mean for you?

- **Make sure you are aware of, and comply with, all relevant environmental laws, regulations and company policies and procedures**
- **Complete all required environmental training and seek advice from the Group Environment team if you think you need further support or guidance**
- **Enforce our rules in this area, and challenge others if you feel something is going to cause a risk to the environment, regardless of seniority**
- **Do not ignore environmental hazards, or leave them until later. Speak up as soon as you see something that needs to be addressed, and report any environmental incidents or near misses**
- **Reduce our energy, water, and waste; recycle wherever possible, and be aware of your own and the company's environmental footprint. Always consider the environment when making business or purchasing decisions**
- **Ensure our suppliers conform to our high standards in relation to the environment.**

**Q.** I think that a piece of fuelling equipment might be leaking, but it's not very much and not in my direct area of responsibility. Should I report it or wait until it becomes a more noticeable issue?

**A.** Yes. Always report environmental incidents or near misses to your local management team and environmental contact, even if they appear to be small. If you do not feel that the issue has been addressed, you can report it in confidence to the Group Environment team, or anonymously through the Confidential Reporting Hotline.

## Media Relations

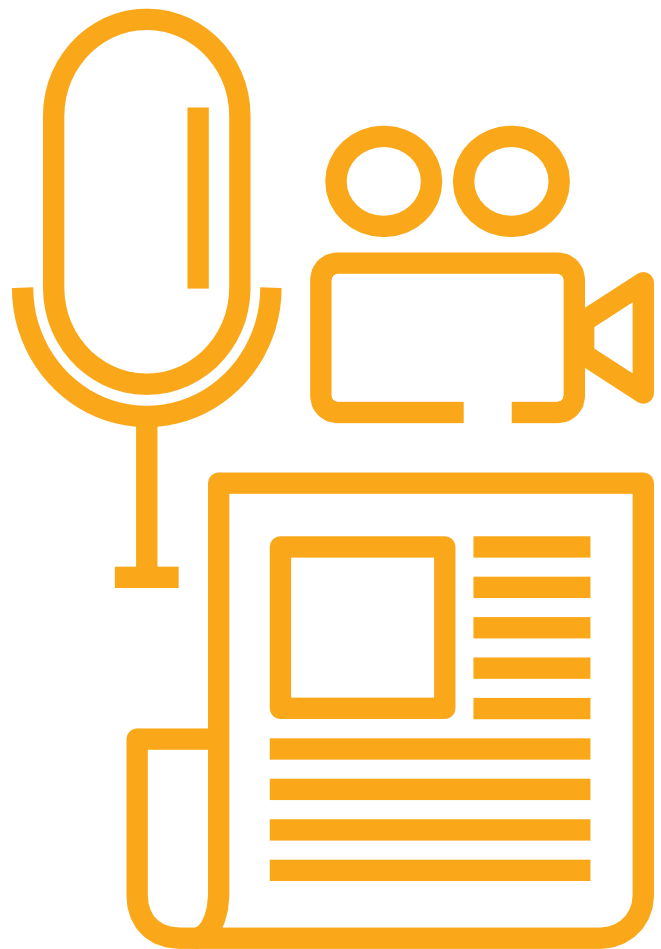
Media queries can come from a variety of sources – newspapers and magazines as well as television and radio. They also operate at different levels – local, regional, national and international. Regardless of the source of the query, we should all follow these guidelines to ensure that all media responses are carried out in a professional, courteous and timely way and align with information already in the public domain.

### Why does this matter?

In all our dealings with the media we want to ensure the integrity of our passengers, stakeholders and employees is maintained, and that we present a consistent message that accurately reflects the views of FirstGroup and its constituent businesses. Communications teams across the Group are used to dealing with journalists, and will be aware of what is already in the public domain or not.

### What does this mean for you?

- **All contact with the media, even if it seems a routine request for information e.g. timetables, must be passed to the relevant communications team, at a local, divisional or corporate level without giving initial comment to the media. The communications manager responsible for handling the query will take further action as necessary**
- **This includes requests to interview/film/photograph passengers on our vehicles, even if the story is not FirstGroup-related**
- **Communications teams shall be solely responsible for generating all proactive contact with the media, including the issue of press releases/statements**
- **Our divisional and corporate communications teams all operate out of hours contact arrangements. Any out of hours contact should in the first instance be referred to the relevant communications manager on call**
- **These arrangements also apply in emergency situations. The relevant communications teams will continue to be solely responsible for all contact with the media.**



**Q.** I was called out of the blue by a journalist, and she asked me a number of detailed questions about the business. How should I handle this?

**A.** Be polite and courteous with the journalist, ask if she can outline her questions and try to end the call quickly by letting her know that you or someone else will get back to her. Alert your communications team and ask them to follow up as soon as is practical, or to provide answers for you to respond directly.





## Social Media

For many of us, social media is a common feature of daily life. We want you to be able to use social media platforms safely, and sensibly, and set the highest standards when using or sharing material.

### Why does this matter?

We recognise the importance of social media, both in our personal lives, and as a way we can engage with our customers and stakeholders. However, we must remember that our communications on these sites have a broad reach. We must therefore act responsibly, treating others with respect, and never putting the reputation of FirstGroup at risk.

### What does this mean for you?

- Remember that when using social media at work or in your personal time, you may be recognised as a FirstGroup employee
- Respect others. Never share, create or endorse content that could be deemed derogatory, offensive or discriminatory
- Distinguish between authorised business communications and personal communications. Never speak on behalf of FirstGroup without prior authorisation
- Ensure that your time spent on social media does not interfere with your work.



**Q.** I regularly post on forums related to my professional expertise at FirstGroup. Should I make my connection to FirstGroup clear?

**A.** Yes. It is good practice to be open about our company connections when discussing things relating to our role. You should make it clear that anything you write is your own opinion, and does not represent the views of FirstGroup.

## Our Communities

We are committed to supporting the communities we serve, so we partner with charity and community organisations, and encourage employee fundraising and community engagement. Collectively and individually, we donate to, volunteer at and support our local communities wherever we operate.

### Why does this matter?

Forming genuine, enduring relationships with our communities is essential to our future development and success, as well as that of our employees and partners. As a large business that works closely with local communities, we are in a unique position to make a positive impact through our influence.

### What does this mean for you?

- **Get involved in one of the many ways we offer employees to show their support for charities, including Payroll Giving and Matched Funding in the UK, our Charity of Choice partnerships, and our volunteering programmes where these are offered**
- **Every local operating area has a community engagement plan, which all employees can support and get involved with**
- **You can find out more details of schemes in your area of the business on the Employee Portal**
- **If you are contacted by a charity or community group interested in learning more about our partnership opportunities, direct them to your local Communications team**
- **Remember that all charitable donations made by FirstGroup must comply with Delegated Authority Schedules, our Gifts and Hospitality policy, and our Charitable Giving Exclusion List, which can be found on the Employee Portal.**



**Q.** I volunteer in my local community by helping at a home for the elderly. Can I represent that my services are being given on behalf of FirstGroup?

**A.** We encourage our employees to take an active role in their communities. However, you should always seek permission before presenting yourself as a company representative.

**Q.** My operating company has agreed to give a donation to a registered charity. Do I need approval to make this payment?

**A.** A donation, just like any other payment we make as a business, must be authorised by someone with the delegated authority to do so. Please refer to the 'Donations' section of your divisional Delegated Authority Schedule.

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