

Supplier Code of Conduct



Introduction

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This Supplier Code of Conduct (our 'Supplier Code') sets out the standards our suppliers are expected to adopt in relation to managing working conditions, business ethics and their environmental impacts. It is FirstGroup's policy to conduct every aspect of our business with honesty, integrity and openness, respecting human rights and the interests of our employees, customers and third parties as set out in our Code of Business Ethics.

Our suppliers are an essential partner in delivering the commitments and standards we have set. To support this effort, we expect all our suppliers to hold themselves to high standards of social and environmental responsibility.

This Supplier Code applies to all suppliers and partners who supply products or services related to contracts or purchase orders with FirstGroup and its subsidiaries. Where we refer to "suppliers" in this Supplier Code, this includes suppliers, subcontractors, service providers, professional service providers, consultants, intermediaries and agents. We expect you to cascade these principles throughout your own supply chain.

1. Health and Safety

The safety and security of employees and customers is fundamental to everything we do. We believe that all injuries can be prevented and our goal is zero harm.

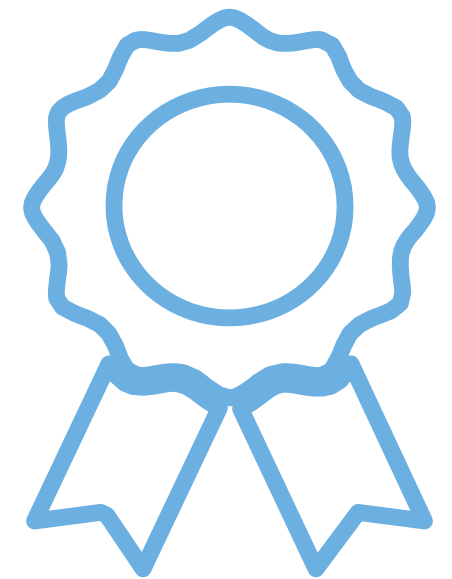
Occupational Health and Safety

Why does this matter?

We believe that everyone should be able to do their job, or use our services safely. We expect our suppliers to take responsibility for observing, and promoting, good health and safety practices.

What does this mean for you?

- Suppliers must provide workers with safe and hygienic working conditions. This includes as a minimum potable drinking water, adequate lighting, temperature, ventilation and sanitation.
- Suppliers should ensure that appropriate steps are taken to prevent accidents and injury to health through appropriate controls, safe work procedures, preventative maintenance and necessary technical protective measures. Where hazards cannot be adequately controlled by these means, suppliers will provide workers with appropriate, well-maintained personal protective equipment.
- Suppliers' workers shall receive regular, recorded health and safety training.
- Suppliers' workers shall be encouraged to raise safety concerns with their employer.
- Suppliers should have emergency response procedures in place setting out clearly the action to be taken in the event of an emergency, with regular training and practice.
- Suppliers should ensure appropriate fire detection equipment; suppression equipment and adequate exit facilities and recovery plans should be in place.
- Suppliers should ensure procedures are in place for preventing, managing, tracking and reporting occupational injury and illness.
- Where workers' accommodation is provided, it must be maintained in a clean and safe condition with appropriate facilities to meet the basic needs of the workers such as adequate water, heat and ventilation and reasonable personal space.



2. Business Ethics & Legal Requirements

FirstGroup conducts its business ethically and in accordance with the law we require our suppliers to conduct their business in the same way and in compliance with our Supplier Code (including when our Supplier Code sets a higher standard than, but does not conflict with, legal requirements). Customs or local practices never take precedence over legal requirements.

Fraud, Bribery and Corruption

Why does this matter?

We have a zero-tolerance approach to fraud, bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings. We expect our suppliers to undertake their work with a similar zero-tolerance approach.

What does this mean for you?

- Suppliers must adhere to all applicable anti-corruption and anti-money laundering regulations laws. If no such laws apply or are of a lesser standard to that prescribed in the UK Bribery Act 2010, suppliers, representatives and their employees must adhere to the UK Bribery Act 2010 and/or the US Foreign Corrupt Practices Act and/or the Canadian Corruption of Foreign Public Officials Act.
- Suppliers must implement and enforce effective systems to counter bribery and corruption, including strict rules for the offering or acceptance of gifts and hospitality.
- Suppliers must not offer or accept bribes, kick-backs, gifts or hospitality that may improperly influence – or create the appearance of improperly influencing your business decisions or those of FirstGroup, our customers or others.
- Suppliers must not ask or encourage a FirstGroup employee to engage in a relationship with you which could result in the reduction or diversion of any taxes from any relevant authority.
- Suppliers must not engage in any form of facilitating tax evasion, nor aid, abet, counsel or procure the commission of a tax evasion offence by another person.



Conflicts of Interest

Why does this matter?

We all have a duty to avoid interests, activities or relationships that conflict or interfere with our judgement, objectivity or independence in performing our roles.

What does this mean for you?

- Suppliers must implement appropriate mitigations against any real or perceived conflict of interest through their work with us.
- Suppliers must disclose to FirstGroup any actual or perceived conflicts of interest (for example, financial or other interests a FirstGroup employee may hold in your business) immediately.
- Suppliers must disclose in advance any relationship with a FirstGroup director, employee or person working with FirstGroup that represents or might appear to represent a conflict of interest.



Fair Competition & Trade

Why does this matter?

FirstGroup supports free and open competition and complies with trade laws in all countries in which we operate, including import and export laws, and sanctions and expect our suppliers to operate to the same standards.

What does this mean for you?

- Suppliers must be committed to fair competition and must conduct their business in line with all relevant antitrust laws, competition laws or related regulations.
- Suppliers must adhere to all international trade regulations and export control regulations



Confidentiality, Privacy & Intellectual Property

Why does this matter?

FirstGroup is committed to treating other parties' confidential, private or intellectual property with integrity. We respect the confidentiality of the information provided to us, and expect our suppliers to meet similar standards.

What does this mean for you?

- Suppliers must take all reasonable measures to prevent our confidential information, or that of our customers, business partners and stakeholders, from being disclosed to any person who does not need or have a right to that information.
- Suppliers must ensure that all workers' and business partners' privacy and valid intellectual property rights are protected, and that all uses of personal data – such as collection, registration, storage and deletion – are carried out in accordance with applicable data protection legislation.
- Suppliers must never share, create or endorse social media content that could be deemed derogatory, offensive or discriminatory, or speak on behalf of FirstGroup without prior authorisation.



3. Human Rights & Labour Practices

We expect our supply chain to demonstrate their commitment to human rights by respecting the rights and dignity of all their employees and those of their suppliers and to treat them fairly.

Modern Slavery, Human Trafficking and Child Labour

Why does this matter?

We are committed to recognising and preventing human rights breaches including modern slavery, human trafficking and child labour in all its forms. We have a zero-tolerance approach to any violations within our company or by business partners and suppliers.

What does this mean for you?

- Forced, bonded or compulsory labour must not be used.
- Suppliers' workers must be free to leave employment at any time after reasonable notice,
- Suppliers' workers must not be required to pay any hiring fees and must not be required to lodge identity papers or other valuable items with their employer.
- Suppliers must not employ any person who is under the age of 15 or, where it is higher, the mandatory school leaving age.
- Suppliers must not employ young people under the age of 18 in hazardous conditions or work that could affect their personal development.
- We expect every party who we have dealings with to adhere to the principles of relevant local legislation.



Freedom of Association

Why does this matter?

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

What does this mean for you?

- Suppliers must recognise the rights of workers to choose whether or not to be represented by a trade union and to organise and engage in union activities.
- Where workers' representation and collective bargaining are restricted by law, suppliers should facilitate open communication and direct engagement between workers and management to ensure that workers' rights, needs and views can be considered and acted upon.

Working Hours, Wages and Benefits

Why does this matter?

We believe that everyone should be fairly rewarded for their skill, contribution and performance and not required to work excessive hours to provide an adequate standard of living for themselves and their families.

What does this mean for you?

- Suppliers should clearly communicate employment conditions to their workers in a language / format the worker understands,
- Workers should be fairly and reasonably paid in line with applicable wage laws relating to minimum wages, overtime hours and legally mandated benefits.
- Compensation and benefits should aim at providing an adequate standard of living for workers and their families. Workers should be paid in a timely manner documented via pay slips or similar.
- Working hours (including overtime) for suppliers' workforce must not exceed the standards set in applicable local and national law and in any event, should not be excessive.



Discrimination, Bullying and Harassment

Why does this matter?

We believe that everyone should be treated with dignity and respect and should feel safe in the workplace. FirstGroup does not tolerate discrimination, harassment, unwanted sexual advances or victimisation in the workplace, particularly on the basis of race, colour, religion, age, gender, disability, national origin or sexual orientation. We value and promote difference and diversity and believe everyone is entitled to employment opportunities based on individual abilities and merit.

What does this mean for you?

- Suppliers must not discriminate in hiring and employment practices such as promotions, rewards or access to training.

Workers should not be discriminated against on the basis of disability, ethnicity, caste, national origin, religion, age, race, gender, gender identity, gender expression, marital status, sexual orientation, union membership or political affiliation.

- Suppliers must ensure there is no harsh or inhumane treatment of workers such as verbal or physical abuse.
- Suppliers must have clearly defined disciplinary procedures which are effectively communicated to workers, and must offer employees a confidential whistleblowing procedure.

4. Environment

We promote and champion the environmental benefits of the public and mass transit services we provide, and closely manage the environmental impacts arising from our business activities.

Environmental Management

Why does this matter?

FirstGroup has an important role in proving sustainable, low carbon transport. We constantly seek to reduce our carbon footprint and other environmental impacts through improvements in our services and practices, and expect our suppliers to work with us to achieve those reductions.

What does this mean for you?

- Suppliers must be aware of, and comply with, all relevant environmental laws and regulations.
- Suppliers must implement appropriate management, operational and process controls to minimise the release of harmful emissions to the environment.
- Suppliers should maintain and test appropriate spill response procedures.
- Suppliers should aim to measure, report and reduce their greenhouse gas emissions wherever possible.
- Suppliers should consider the environmental impact of their operations, prevent pollution and reduce energy, water and waste wherever possible.
- Suppliers must ensure that their operations maintain all the appropriate environmental permits and approvals in accordance with applicable environmental laws.



5. Reporting Concerns

If you are ever asked to be involved in anything which is in potential breach of this Code, or is otherwise unethical or illegal, then we encourage you to raise your concerns with your normal FirstGroup contact. The same applies if you or your colleagues are treated unfairly while working for FirstGroup.

You can also contact our Confidential Reporting Hotline. This 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/>



FirstGroup plc

8th Floor, The Point

37 North Wharf Road

London W2 1AF

Tel: +44 (0) 20 7291 0505

Fax: +44 (0) 20 7636 1338

www.firstgroupplc.com