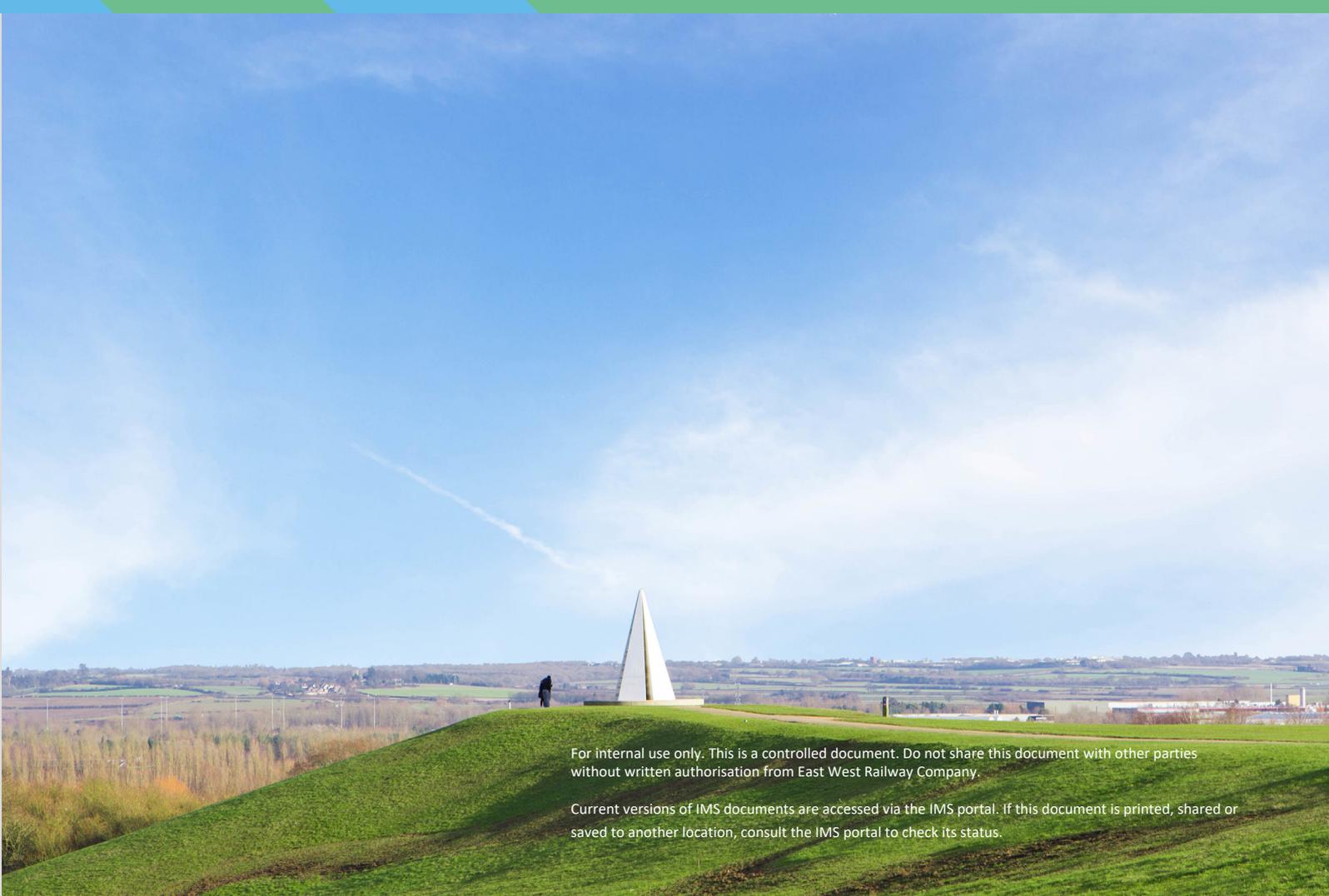
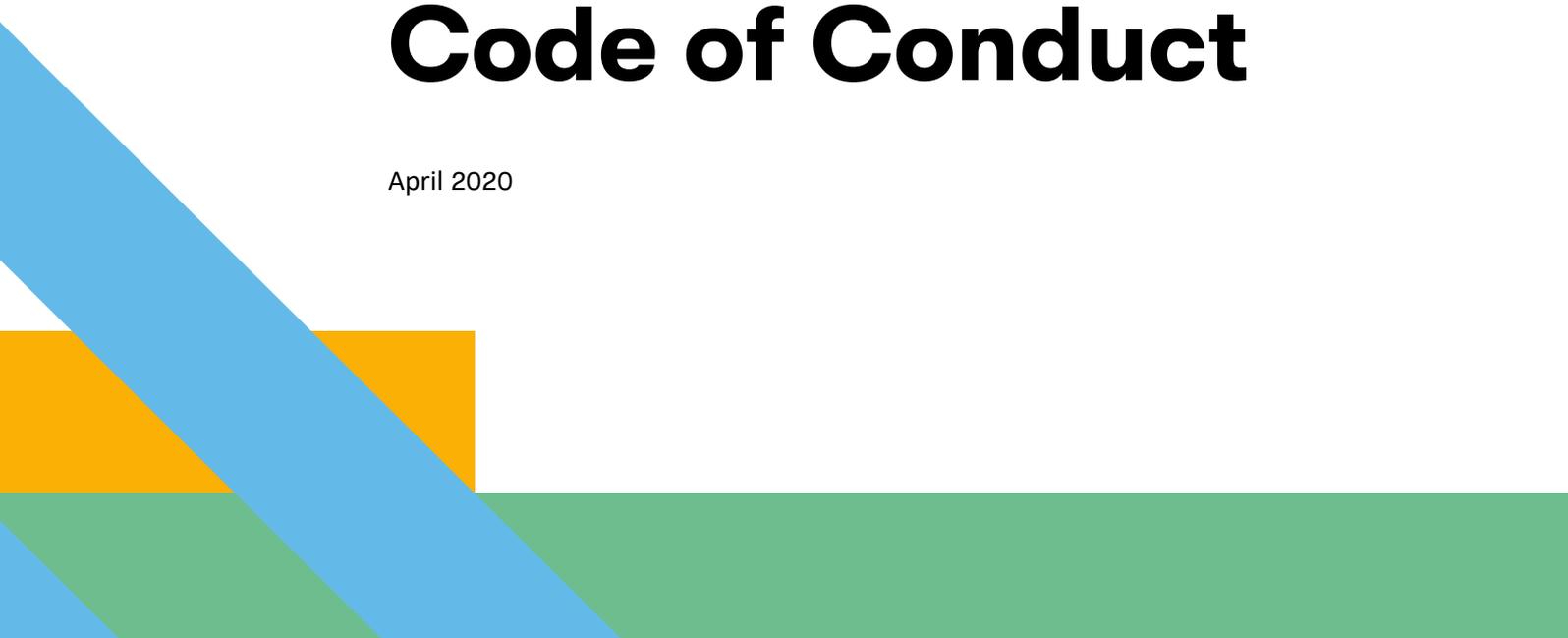


Code of Conduct

April 2020



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Introducing our Code



The principles set out in our Code act as our compass, they direct us and provide a foundation that supports us in all that we do

We are an agile, focused, multi-disciplinary organisation, with clear objectives. As a public body, we expect all of those who work with us to operate to the highest personal and professional standards. Doing business ethically makes for a better business.

We operate in a highly complex stakeholder and regulatory environment, so effective decision making is a critical success factor for EWR Co and the delivery of our project. To aid this, our Code sets out basic requirements for conduct and is supported by our policies, procedures and guidelines, all of which provide additional guidance on expected behaviours.

By following our Code, we are not just contributing to the overall success of EWR Co, but helping to create an environment our stakeholders can depend on. It also allows us to be held accountable and to challenge our standards to ensure they are consistently high, making us all proud to be part of the company.

Our values, which are embedded throughout our business, set the parameters for how we expect our people and partners to behave. This is why our Code is based firmly around them. Please take the time to read it carefully.



Simon Blanchflower CBE
CEO

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How the Code applies to us



Our Code applies to all of our people, temporary workers, consultants and contractors - so all of us

We are committed to working only with third parties whose standards are consistent with our own. They are therefore asked to adhere to the principles of this Code or work to their own similar standards in connection with their work for us.

Our Code outlines our commitment to behaving ethically, lawfully and with integrity. However, guidance can only take us so far. So our Code also requires each and every one of us to think and use our best judgement – to follow the spirit of our Code, not just the letter, while giving thought to our values and asking yourself what's right. If in any doubt, always ask.

When faced with a decision or dilemma, ask yourself:

- Is the activity legal?
- Does it comply with our own policies and procedures, as well as our Code?
- Does it expose us to any unacceptable risk?
- Am I setting a good example? Could my actions be misconstrued?
- Have I consulted with others who have knowledge on the topic and sought advice to help me make an informed decision?
- Would I or EWR Co be uncomfortable if the situation was publicly known?

The consequences of not complying with our Code can be very serious, including:

- Damage to our reputation;
- Significant fines and penalties;
- Criminal liability for individuals or EWR Co.

Any failure to comply with our Code or its supporting policies will be fully investigated and appropriate action will be taken. Depending on the circumstances, this may include training, disciplinary action, or other corrective action, up to and including termination of employment or contract.

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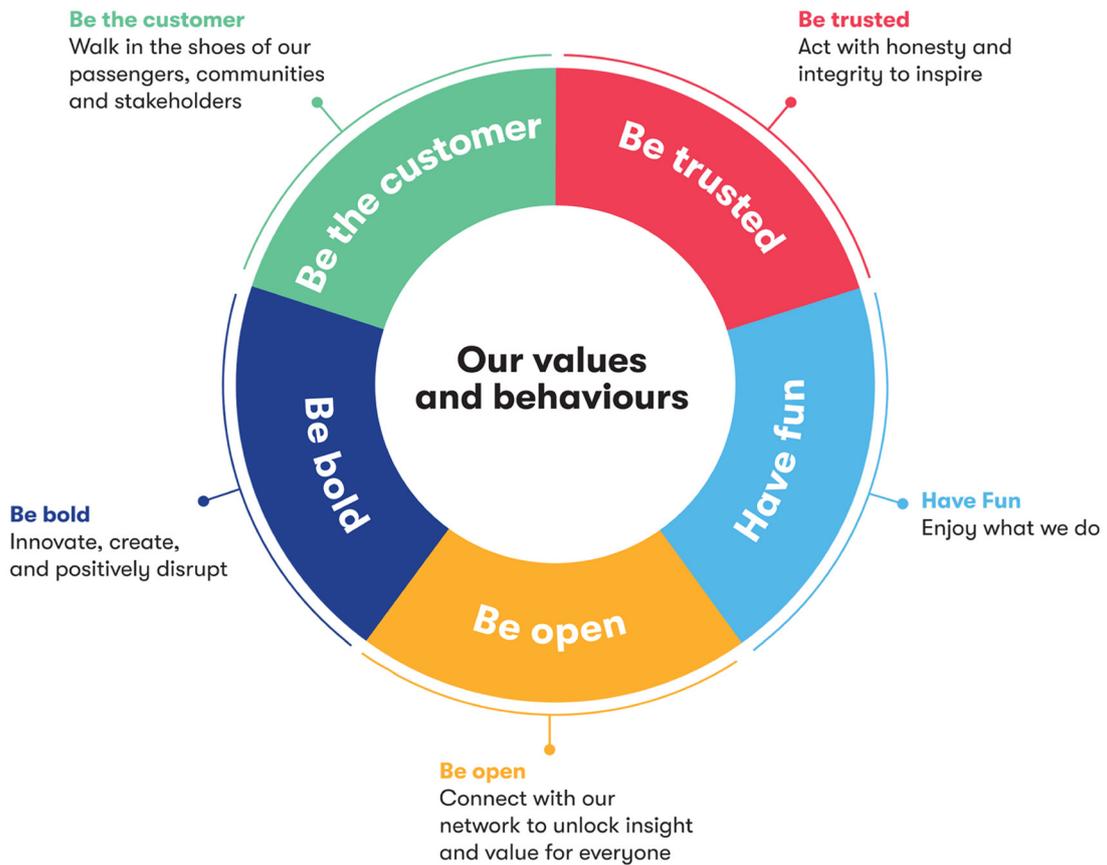


We ask that all managers be responsible for providing leadership and support for their teams by:

- Helping them understand the requirements of this Code;
- Providing guidance on how to apply it in practice;
- Holding your team to account for adhering it;
- Being a role model for applying our Code;
- Maintaining an environment that encourages your team to speak up if they have concerns, without fear of reprisal.



We operate by our values



Our values and behaviours shape our culture and the way we work

For EWR Co to live its purpose of being a force for industry change, for the people and communities it serves, we need to strive and to operate consistently by our values. If we make our day-to-day decisions with our values in mind, this is a good starting place to reach sensible outcomes:

Be the Customer: walk in the shoes of our passengers, communities and stakeholders

- Actively listen to our customers and consider what matters to them;
- Treat people as individuals and consider their perspective.

Be Trusted: act with honesty and integrity to inspire confidence

- Have the courage to act ethically and honestly;
- Keep commitments.

Be Bold: innovate, create, and positively disrupt

- Make a difference, challenge ourselves and others;
- Embrace lessons learned and pioneer best possible outcomes.

Be Open: connect with our network to unlock insight and value for everyone

- Work collaboratively and openly with colleagues;
- Be transparent and act unambiguously with external stakeholders.

Have Fun: enjoy what we do

- Embrace our own and others' personalities, experiences and diversity of perspective;
- Create and contribute to an enjoyable working environment.

Let our values be our guide.

We can be the customer



In line with our values, we must treat people as individuals and consider their perspective, so with this in mind, we need to give consideration to the following areas

Diversity, inclusion and equal opportunities

Our main principle – is to **be the customer**, which means treating them and all others as individuals, equally, to consider their perspective and embrace difference.

We are committed to creating the right working environment so everyone can perform at their best. We promote an inclusive workplace in which every individual feels respected and valued.

We strive to create a culture of fairness. This means we do not discriminate based on gender, age, race, disability, marital status, pregnancy or maternity, religion or belief, colour, nationality, ethnicity, sexual orientation or gender reassignment.

We value difference and believe diversity of people, skills and abilities is a strength that helps us to achieve our best.

All decisions on recruitment, promotion, training and development, and salary increases are based on merit.

We all have the right to equality of opportunity and have a duty to adhere to it in interactions with colleagues, contractors, customers, suppliers or anyone else we may encounter through work.

We also have the right to be treated with respect and dignity and should treat others to the same standard. We will not tolerate any form of abuse, harassment, bullying or discrimination of employees, contractors, customers, suppliers or anyone else we deal with.

If you have any concerns, you should raise them with People & Culture, your manager or refer to our Speak-up Policy.

Bullying, harassment and discrimination

Our main principle – is to walk in the shoes of others, **be the customer**, and be kind. We don't tolerate any level of bullying, harassment or discrimination.

We are committed to creating an inclusive working environment in which everyone is respected and can flourish equally.

Whenever and wherever we observe behaviour that any individual or group finds unwelcoming, humiliating, intimidating, threatening, violent, hostile or discriminatory, we should always challenge it and support others who do so.

Human rights

Our main principle – is to have empathy and give consideration to all parties within our supply chain, respecting and protecting human rights, while remembering to **be the customer**.

We ensure that we do not exploit anyone. We uphold the rights of all those who work for or with us and of the communities in which we operate. This means refusing to do business with any individual, company or organisation that fails to uphold the standards and principles of basic human rights or give us cause for concern.

We respect the right to:

- Life, liberty and security;
- Equal rights of men and women;



We are committed to creating an inclusive working environment.”

- Protection under the law and against discrimination, slavery, servitude, torture, or inhumane or degrading treatment;
- Freedom of speech, thought, conscience and religion.

We adopt procedures that contribute to ensuring modern slavery does not occur in our business or supply chains, and we expect organisations with whom we do business to adopt and enforce policies to comply and support:

- The United Nations Universal Declaration of Human Rights;
- The Modern Slavery Act 2015;
- The International Labour Organisation's standards regarding child labour and minimum age;
- National legal requirements regarding wages and working hours.

We must observe, protect and promote these rights, identifying any person we may think may be at risk.



We can be trusted



In line with our values, we must act with honesty and integrity to inspire confidence. With this in mind, we need to give consideration to the following areas

The environment

Our main principle - we all need to **be trusted** to care about delivering our purpose while minimising our impact on the environment.

We need to design and construct our infrastructure so that it is resilient and that we use resources responsibly, using only what we need, but being mindful of tomorrow's needs as well.

We should adopt and promote more sustainable solutions, always looking for opportunities to add value through sustainability, delivering additional benefits to society.

Each one of us also has a role to play: through our decisions we can offer more sustainable solutions, minimising our impact on the environment.

We know the world's resources are finite. We also recognise that sustainable development, particularly of public infrastructure, is vital to maintain and improve the standard of living in the communities we operate within.

Communities

Our main principle - we all need to **be trusted** to contribute to the communities we serve.

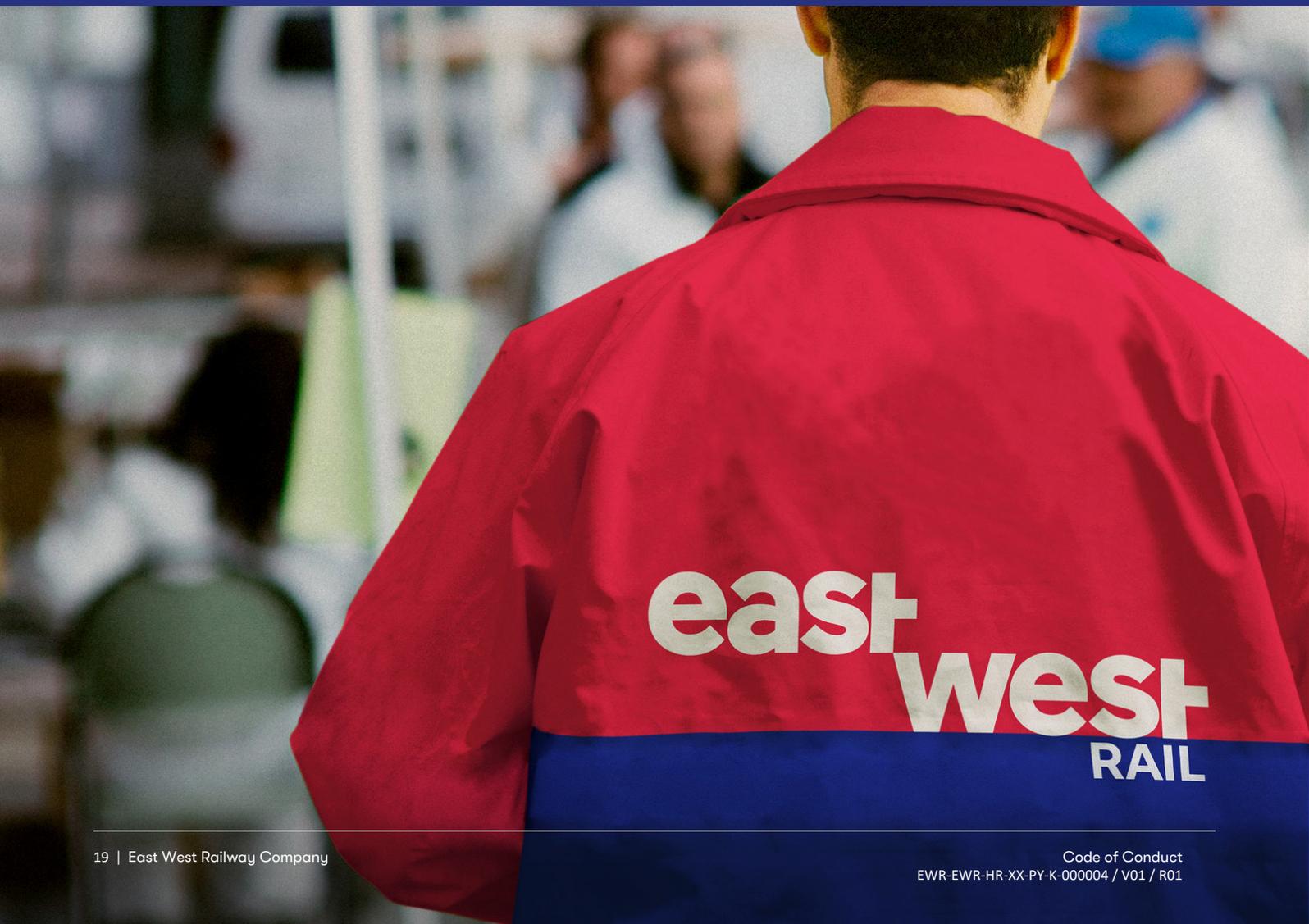
We are mindful of the impact our operations can have on local people and their environment. We listen, we care about people's concerns and we act on them wherever and whenever we can.

We will engage with our communities to understand how we can help them to improve their wellbeing. We will proportionately address community needs as part of our project work, giving consideration to disruption, noise, and always keep the communities affected by our projects regularly updated and informed.

We must always be aware that whatever we do and say in public represents EWR Co.

Nobody should make public comments on behalf of EWR Co unless they have prior approval from the EWR Co Executive.

We can be bold



In line with our values, we must make a difference, challenge ourselves and others, so with this in mind, we need to give consideration to the following areas

Speak up

Our main principle - we all need to **be bold** so that if we see anything that looks like it could be illegal or unethical behaviour, that is contrary to our values, or that is in breach of our Code, we should report it.

None of us should ever feel under pressure to indulge in unethical behaviour in order to meet business requirements, whatever they are.

Having consideration to our values and the rest of this Code, while also applying common sense, you'll know if something doesn't seem right. Examples of this are:

- Criminal offences;
- Failure to comply with legal obligations;
- Actions which endanger the health and safety of colleagues or the public;
- Actions which cause damage to the environment;
- Actions which are intended to conceal any of the above.

If you become aware of any colleague, worker or supplier who is potentially doing something which doesn't seem right, in the first instance you should raise this with your manager.

All managers have a responsibility for maintaining an environment which encourages their team to be open with issues and speak up if they have concerns.

If, for whatever reason, you feel you cannot speak with your manager about your concern, or if you think your concern has not been handled properly, then you should contact People & Culture.

Once you have told us your concern, we will look into it carefully and thoroughly to assess what action, if any, should be taken. Depending on the nature of your concern, this may mean an internal inquiry or a more formal investigation.



“All managers have a responsibility for maintaining an environment which encourages their team to be open with issues and speak up if they have concerns.”

If you raise a genuine concern under our Speak-up Policy, you will not be at risk of losing your job or suffering any form of retribution or harassment as a result. Providing you are acting in good faith, it does not matter if you are mistaken. This does not, however, extend to anyone who maliciously raises a concern that they know is untrue.

We understand that some may wish to raise a concern in confidence. If you ask us to protect your identity, we will not disclose it without your consent.



We can be open



In line with our values, we must be transparent and act unambiguously, so with this in mind, we need to give consideration to the following areas

Gifts & hospitality

Our main principle - we all need to **be open** about the gifts and hospitality we are offered and accept, making sure they are reasonable and don't improperly influence a decision.

Reasonable and proportionate entertainment, hospitality and gifts are a part of doing business, helping us to establish and develop business relationships and enhancing our reputation. However, excessive hospitality and gifts can be interpreted as bribery, so we need to make sure we give this consideration.

Hospitality: this can include invitations to social functions, sporting events, meals and entertainment.

Gifts: these can vary in type and are generally low value or customary tokens of appreciation.

Any gifts or hospitality we receive or give should always be customary and reasonable in terms of value, frequency or timing. Offering or receiving cash gifts is never allowed.

When we offer hospitality, it must not have any potential (actual or perceived) to cause the recipient to act improperly in performing their duties, or to award EWR Co an advantage – financial or otherwise.

Avoid offering or accepting entertainment or gifts during a contract tender process.

Similarly, when we are offered hospitality, it needs to be obvious that this will, in no way, influence our decision-making. Invitations to sporting and entertainment events should not be accepted.

Ensure any gifts or hospitality offered, received or declined is recorded on our gifts & hospitality register.

If you're not sure whether you're allowed to offer something, or accept something, talk to your manager. Your manager must approve the receipt or offer of hospitality and gifts.

Conflicts of interest

Our main principle - we must **be open** and avoid or manage situations where our actions or personal interests conflict or maybe likely to conflict with the interests of EWR Co.

Conflicts of interest arise when we find ourselves in a position where two or more interests compete, potentially compromising our judgement or independence.

Usually the conflict is about individuals benefiting at the expense of EWR Co. Very often, perceptions of a conflict of interest can be just as damaging as an actual conflict of interest.

We all need to act in the best interests of EWR Co while performing our roles. We should avoid situations where our personal interests, or those of our family or friends, could conflict, or appear to conflict, with the interests of EWR Co. These must never influence our behaviour and decisions.

Where there is a possible conflict of interest, colleagues are asked to disclose this to their manager where measures will be discussed and implemented to apply appropriate controls to the situation.

Examples of conflicts are:

- Investments – we must not hold investments in suppliers, customers or competitors which could conflict or appear to conflict with our work unless they have been approved by senior management.

- Employment outside of EWR Co – must not conflict with EWR Co, or adversely affect our ability to do our job.
- Directorships – we may not serve as a director of another organisation outside of EWR Co which could conflict or appear to conflict with our work unless it has been approved in writing by senior management.
- Personal relationships – close personal relationships with key suppliers or customers could conflict or appear to conflict with EWR Co. If, as part of our job, we are in a position to influence supplier selection or influence our existing relationship with a supplier or customer, we must disclose the potential of a conflict of interest to our manager.
- Close personal relationships between co-workers - this can lead to a conflict of interest if one is in a position to influence the pay, bonus, promotion or development opportunities made available to the other. Where this is the case, we must disclose the conflict of interest to our manager.
- Purchasing decisions – these must not be made on the basis that we, or a family member, or friend would receive a personal benefit (financial or otherwise), for example, personal loyalty points.

We must all recognise and disclose any potential conflict of interest. Remove ourselves from business situations and decisions where we have a conflict of interest, as well as act in EWR Co's best interests.

Anti-bribery and corruption

Our main principle - we must **be open** and honest by not giving or receiving bribes or participating in corruption.

We refuse to participate in any kind of dishonest and corrupt activity, either directly or through third parties in line with anti-bribery and corruption laws.

Corruption may include offering, giving or receiving bribes or improper payments including facilitation payments, even if such practices are perceived as part of local business practice. This could include cash, gifts, hospitality or entertainment as an inducement or reward for something improper.

Corruption comes in many forms but may include bribery, extortion, fraud, deception, collusion, cartels, abuse of power, embezzlement, or money laundering.

“

It is better to miss out on business than compromise our integrity.”

Facilitation payments are usually small payments or gifts generally made to junior or lower-level public officials to speed-up or ‘facilitate’ actions that officials are duty-bound to perform. These payments may appear harmless as they are low in value, however, they are illegal. Any type of facilitation payment is prohibited.

A breach of bribery legislation can result in a heavy fine, a prison sentence, or both, for individuals, and an unlimited fine for EWR Co, so it’s important for all of us to be accountable and honest.

Usually, but not always, bribery and corruption is used to obtain or retain business, or gain an illegitimate advantage. However, an allegation of bribery can seriously damage our reputation. It is better to miss out on business than compromise our integrity.



We can have fun



In line with our values, we must strive to create and contribute to an enjoyable working environment, which includes keeping people and our assets safe

Safe people

Our main principle - we can **have fun** while maintaining a safe environment. Health and safety come first, and it's all of our responsibility.

We should always seek to design out or manage down risks, to avoid injury or ill health caused by our work activities.

Leadership must lead by example and not turn a blind eye, but we all have a responsibility to speak up if we see something that's not right. We must learn and share best practice within our teams.

All our operations must be conducted in accordance with applicable health and safety laws and regulations, as well as our Health and Safety Policy which sets out our key principles. We also have established health and safety systems and processes that meet regulatory requirements and industry best practice.

We provide training in health and safety practices, but if we are unsure about anything, we should raise this with our manager or an appropriate colleague.

We will not compromise on health and safety. We all have a responsibility for ensuring the health, safety and welfare of our colleagues, contractors and visitors.

We also have a responsibility for our own safety and those around us. This means we should never undertake a task without the necessary training, planning and equipment. It also means we should promptly report any incidents, near misses or other concerns we have about health and safety.

Working while performance is impaired by alcohol or drugs can seriously compromise our own safety and that of others. Specifically, we must not consume alcohol or drugs whilst at work or during the working day, nor should we attend work at any time when unfit to undertake our duties as a result of the consumption of alcohol or drugs. Any concerns we may have about a colleague's use of alcohol or drugs should be reported to People & Culture.

Challenge any unsafe behaviours of others.

Safe property

Our main principle - we can **have fun** while still protecting our core assets. We take care of our property and data as valuable assets.

Our workspace should be a nice space for everyone to enjoy, so we must consider other's needs as well as our own when using the space, while also making sure we operate a clear desk policy in order to protect EWR Co's confidential information.

Working with EWR Co, we'll have access to lots of information. This could be personal data relating to colleagues, customers, suppliers and other business partners, or commercially sensitive information about EWR Co itself. We need to treat this data as confidential at all times. This confidentiality even applies if we leave EWR Co.

All of us have a personal responsibility for the security of data. We must respect and handle data responsibly in compliance with all applicable data protection laws.

These laws regulate the collection, storage, disposal, use and disclosure of personal information (such as names, addresses, dates of births, national insurance numbers, job titles or photographs), which can identify a living person. Wherever we gather, hold and use personal information, we must always comply with data protection laws while also working within our own standards and policy on protecting personal data.

Some key principles:

- We only collect, retain and use personal information required for our legitimate interests, or as permitted by data protection laws.
- When we have access to personal data, we must only use it in an authorised way, and it should only be available on a need-to-know basis.
- We take particular care with sensitive personal information, such as medical information.
- We only use data in ways individuals would reasonably expect, letting them know what we intend to use it for and the people we may share it with.
- Promptly report any loss of personal information, e.g. a laptop or memory stick containing a database of colleague details.
- Ensure personal information is securely deleted or destroyed when it is no longer required.

An information security incident could result in significant reputational damage, and a breach of specific data protection legislation can also result in heavy fines. So here are a few key cyber security measures to help us:

- Passwords must never be shared with other people, repeated across multiple accounts or written down. They should be difficult to guess and immediately changed if they have been compromised.
- Be cautious when opening attachments or clicking on links in emails – check they are from trusted sources.
- Consider what data we are sending and ensure it is password protected or encrypted where appropriate.

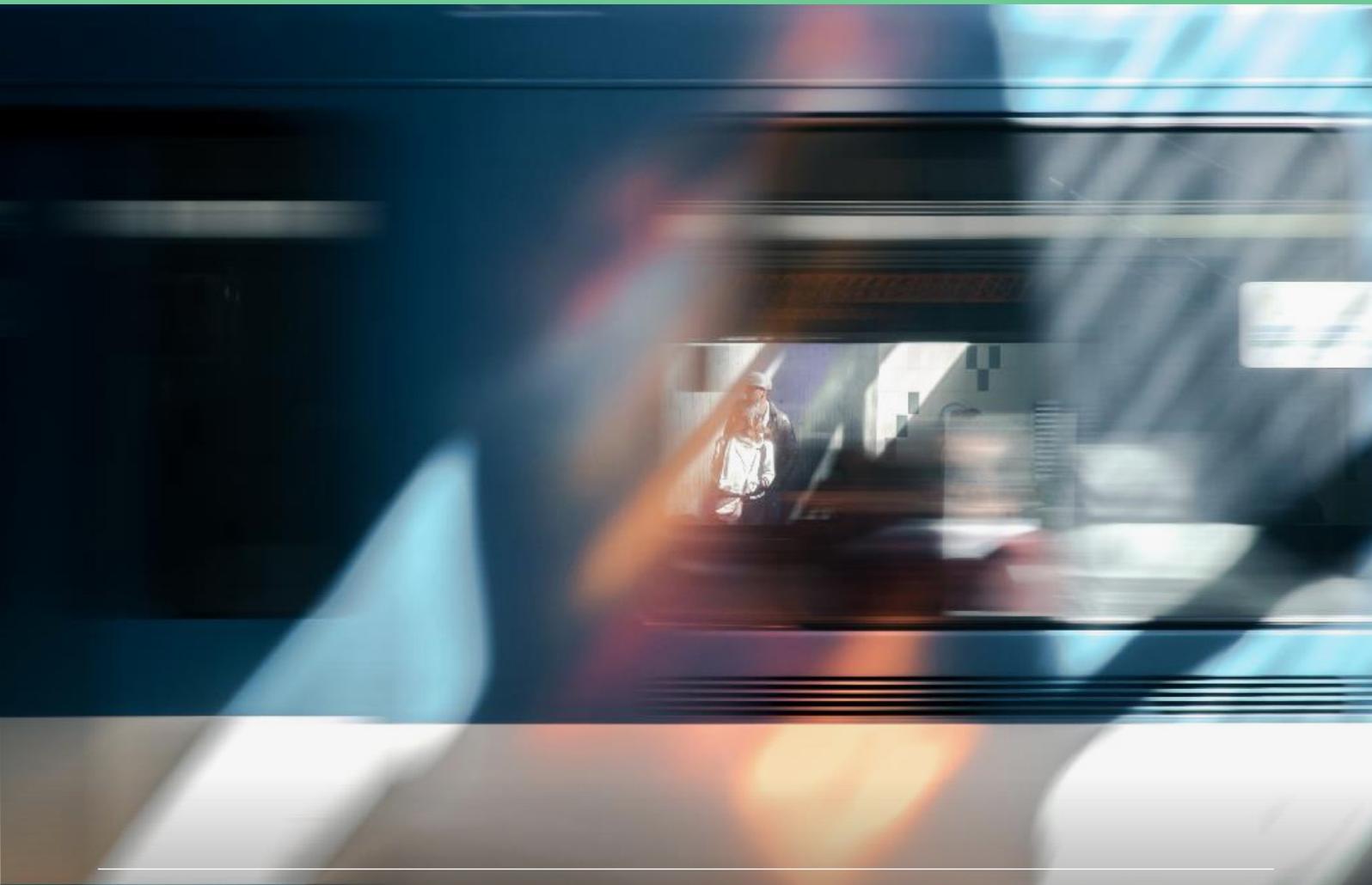
“All of us have a personal responsibility for the security of data.”

- Only use and install software authorised by our IT department.
- Never use personal email accounts to send or receive business emails.
- Take care when discussing or viewing commercially sensitive data or personal data in public places.

We provide e-learning training to cover the main principles set out in the General Data Protection Regulation (GDPR), as well as providing more information in our Data Protection Policy. If you're in any doubt about any aspect of this, always seek advice and approval from our Senior Information Risk Owner (SIRO).



Supporting policies, procedures and monitoring



To guide and support our Code, we have supporting internal policies

The following major policies should be referenced, understood and applied:

- Employee Handbook
- Equality, Diversity and Inclusion Policy
- Bullying and Harassment Policy
- Drugs and Alcohol Policy
- Safeguarding Policy
- Speak-up Policy
- Modern Slavery Statement
- Health & Safety Policy
- Competition Law Compliance Policy
- Data Protection Policy

If you have any queries having read our Code, please raise these with your manager or the Head of People & Culture.