

South Western Railway

Supplier Code of Conduct





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Introduction

Supplier Code of Conduct

South Western Railway Limited (SWRL) is committed to conducting its business in a manner that upholds the highest standards of integrity, transparency, and ethical responsibility. This Code of Conduct for suppliers outlines the principles and expectations that guide our relationships with all suppliers providing goods, services, or works to SWRL. Suppliers play a critical role in helping us deliver our services and achieve our objectives, and it is essential that they share our values and commitment to responsible business practices.

We value working with trusted suppliers who demonstrate integrity and a commitment to complying with all applicable laws, regulations, and ethical standards. As a public owned company, we expect everyone to act with professionalism, fairness, and respect in all dealings with SWRL and on our behalf.

We believe that commercial success and social responsibility go hand in hand. Responsible conduct is not a barrier to performance as it is a cornerstone of long-term success. This Code sets out our expectations for sustainable and ethical business practices, with the aim of building strong, transparent, and mutually respectful relationships with our suppliers.

Through this Code, we seek to foster shared values and behaviours that reflect our collective commitment to integrity, sustainability, and making a positive difference to the communities we serve.

This Supplier Code applies to all suppliers and partners who supply products or services related to contracts or purchase orders with SWRL. Where we refer to "suppliers" in this Supplier Code, this includes suppliers, subcontractors, service providers, professional service providers, consultants, intermediaries, and agents. Our expectation is that you cascade these principles throughout your own supply base and business partners.

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.

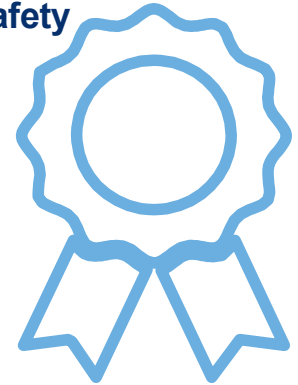
Limited Occupational Health and Safety

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

SWRL 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.
- 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, kickbacks, gifts, or hospitality that may improperly influence – or create the appearance of improperly influencing your business decisions or those of SWRL, our customers or others.
- Suppliers must not ask or encourage a SWRL 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 SWRL any actual or perceived conflicts of interest (for example, financial or other interests a SWRL employee may hold in your business) immediately.
- Suppliers must disclose in advance any relationship with a SWRL director, employee or person working with SWRL that represents or might appear to represent a conflict of interest.



Fair Competition & Trade

Why does this matter?

SWRL 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?

SWRL 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 laws and regulations, including in the EU the General Data Protection Regulation.
- Suppliers must never share, create, or endorse social media content that could be deemed derogatory, offensive, or discriminatory, or speak on behalf of SWRL 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?

SWRL 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 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. SWRL 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 & Sustainability

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 & Sustainability Management

Why does this matter?

SWRL has an important role in proving sustainable, low carbon transport and is committed to support the government's target to achieve net zero by 2050. 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 consider the environmental impact of their operations and reduce energy, water and waste wherever possible.
- Suppliers should have carbon reduction plan.
- Suppliers must ensure that their operations maintain all the appropriate environmental permits and approvals, and that their operations are conducted in an environmentally responsible manner and in accordance with applicable environmental laws.



5. Fair Payment

We recognise that dependable payment practices are a cornerstone of ethical business conduct. By aligning with the DFTO Fair Payment Pledge, we aim to set a positive example within our industry and ensure our suppliers are treated with the respect and professionalism they deserve.

SWRL Fair Payment Pledge

Why does this matter?

Prompt and fair payment practices are essential to maintaining healthy, sustainable supply chains. Late or extended payment terms can significantly impact the cash flow and operational stability of suppliers-particularly SMEs and VCSEs, ultimately undermining the resilience of the wider economy. The SWRL Fair Payment Pledge is a commitment to responsible payment behaviour that fosters trust, collaboration, and long-term partnerships.

What does this mean for you?

- **Timely Payment:** We commit to paying all undisputed invoices within agreed terms, and no later than 30 days, in line with the DFTO Fair Payment Pledge.
- **Clear Terms:** Payment terms and processes will be clearly communicated and not altered retrospectively without prior agreement.
- **Transparency:** Any disputes or queries relating to invoices will be raised promptly and resolved without undue delay.
- **Supply Chain Fairness:** We expect our tier 1 suppliers to pass on similar fair payment practices to their own supply chain, ensuring fairness at all levels.
- **Collaborative Resolution:** We aim to work constructively with suppliers to resolve any issues related to payment or commercial terms, maintaining a spirit of mutual respect and partnership.
- A copy of the DFTO Fair Payment Pledge is available upon request.



6. Reporting Concerns

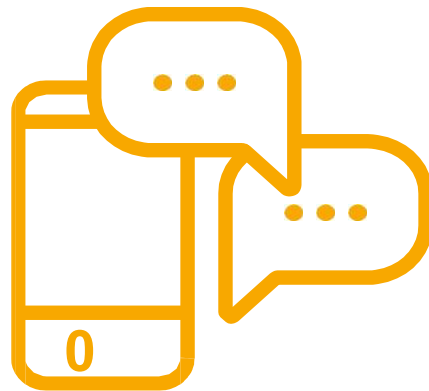
If you are ever asked to be involved in anything which is in potential breach of this Code, or is otherwise unethical or illegal, then **we encourage you to raise your concerns with your normal SWRL contact. The same applies if you or your colleagues are treated unfairly while working for SWRL.**

You can also contact our Confidential Reporting Hotline. This is run independently of SWRL 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:
Safecall on UK 0808 915 1571 24 hrs. a day

You can also use the Web Portal at www.safecall.co.uk/report



Summary

This Policy forms the foundation of SWRL's relationship with its suppliers. It will be embedded throughout our procurement and supplier engagement processes, including tenders, onboarding, and contract award procedures. The principles outlined in this Code of Conduct will be contractually binding and form part of our standard terms with all suppliers.

We are committed to fostering continuous improvement and will work collaboratively with our suppliers to enhance performance in line with this Policy. Supplier adherence to these principles will be reviewed through regular business meetings and supplemented by ongoing supply chain risk assessments.

To ensure compliance, SWRL reserves the right to conduct audits, including site visits to suppliers and subcontractors, and to review practices across all levels of the supply chain. We may request documentation or other evidence of compliance where appropriate.

In cases where gaps in compliance are identified, we will seek to engage constructively with suppliers to develop corrective action plans with clearly defined and reasonable timelines. However, where non-compliance is considered material or systemic, SWRL reserves the right to take appropriate remedial action. This may include sanctions up to and including the immediate termination of the business relationship, as stipulated in the relevant contractual terms.

In case of doubt or questions, please contact your nominated contact Procurement person at SWRL.

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