



Supplier Code of Conduct

Meridian Generic Rail Limited (MGRL) believes that good ethics and a strong commitment to corporate responsibility and sustainable business practices are essential for managing the challenges and opportunities of a rapidly changing global environment.

We are committed to working only with business partners whose standards are consistent with our own and who respect our principles. This includes joint venture and alliance partners, customers, subcontractors, consultants and all suppliers of goods and services.

We appreciate that many of you who work with us have developed your own set of values to guide you in the workplace, so we do not ask you to replace those with ours. However, we do ask that you respect our Code and understand that we have made a fundamental commitment to work only with those whose standards and ethics align with our own.

This Supplier Code of Conduct applies to MGRL's product and services suppliers, consultants, agents and representatives (each a "Supplier" and collectively the "Suppliers").

When you work with us, we expect you to demand these same standards of your partners, subcontractors, consultants and suppliers.

LEGAL COMPLIANCE

MGRL's Suppliers must comply with the mandatory provisions of this Supplier Code and with all applicable laws and regulations in each jurisdiction(s) where they operate and must use their best efforts to comply with the other principles set herein, when dealing with or acting on behalf of MGRL. Furthermore, to promote corporate social responsibility, MGRL expects its Suppliers to apply the standards set in this Supplier Code through their own supply chain.

FRAUD, DECEPTION AND DISHONESTY

We will not defraud or deceive anyone, act dishonestly or abuse company property or resources or facilitate tax evasion.

Although exact definitions will vary from country to country, fraud always involves deception and dishonesty. It is fraud when you try to deceive someone or act dishonestly to gain any kind of material advantage or use or involve anyone to do so. Fraud is normally carried out for profit or to obtain money, property or services unjustly. It can involve us, you or a third party. In some countries, you can be prosecuted just for being careless or reckless in letting it happen, even though you did not deliberately set out to commit fraud yourself. Tax evasion is the illegal and fraudulent non-payment of tax. We never engage in tax evasion or assist anyone else to do so.

Working with us and your role:

Never seek to gain any advantage of any kind by acting fraudulently, deceiving people or making false claims, or allow anyone to do so on your or our behalf.

This includes defrauding or stealing from the company, a customer or any third party, and any kind of misappropriation of property. Always act honestly, fairly and openly, carefully checking or inspecting everything that you are responsible for. Always ensure you fully comply with your tax obligations.



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Uncontrolled when printed



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BRIBERY & CORRUPTION

We will not give or receive bribes or participate in corruption

Bribery – offering, providing or receiving something of value including cash, gifts, hospitality or entertainment as an inducement or reward for something improper. Usually, but not always, it is to obtain or retain business or gain an illegitimate advantage.

Corruption – dishonest practices including, but not limited to, bribery, extortion, fraud, deception, collusion, cartels, abuse of power, embezzlement or money laundering.

Facilitation payments – are normally small payments or gifts generally made to junior or lower level officials to speed-up or “facilitate” actions that officials are required to perform

Working with us and your role:

Never offer, give or receive bribes or make or accept improper payments to obtain new business, retain existing business, or secure any improper advantage and never use or permit others to do so. This includes any type of facilitation payment, large or small, even where such payments are perceived as a common part of local business practice or acceptable under local law. The help, advice and local knowledge of agents and other consultants or contractors can sometimes be essential. However, we always require them to operate in accordance with our principles. Always tell us about any attempt to bribe you or solicit bribes from you and any suspicions you have about bribery and corruption.

MONEY LAUNDERING & FINANCING TERRORISM

We will not be involved in any money laundering or financing of terrorism and we will comply with Money Laundering and Terrorist Financing (Amendment) Regulations 2019

Money Laundering - the process by which the identity of ‘dirty money’ is changed so that the proceeds of crime appear to originate from a legitimate source

Criminal Property - any benefit gained from criminal conduct. Criminal conduct means any conduct which constitutes a crime in the UK or if undertaken abroad, would have constituted a crime if committed in the UK

Working with us and your role:

Never acquire, use or possess criminal property. Never conceal, disguise, convert or transfer criminal property, or remove the proceeds of crime from the UK. Never enter into an arrangement which acquires, retains, uses or control another person’s criminal property. We ensure that we report any money or property originating from the proceeds of crime or suspicions that we have of this, provided that it is not over-imaginative and unrealistic. We must comply with the relevant country’s money laundering laws. In the UK, this means we will comply with Money Laundering and Terrorist Financing (Amendment) Regulations 2019.



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FALSE CLAIMS

We will not claim for anything we are not entitled to

This kind of fraud includes knowingly or recklessly misrepresenting or inaccurately recording time spent or materials or services provided. It also includes concealing defects or fabricating evidence, in each case, even if we or the client requests or supports that.

Working with us and your role:

We need to know that false claims are not being submitted. We will expect complete transparency and assessments to be as reasonable and accurate as possible, all supported and substantiated with appropriate documentary evidence. Particular care must be taken when calculating and claiming or applying for payment of any kind.

BULLYING, HARASSMENT & DISCRIMINATION

We do not tolerate bullying, harassment or discrimination

Bullying and harassment apply to any action or behaviour that any individual or group finds unwelcome, humiliating, intimidating, threatening, violent, hostile or discriminatory.

Discrimination means treating a certain person or group based on factors such as age, race, religion, national or ethnic origin, colour, gender, sexual orientation, gender reassignment, marital status, disability unrelated to the task in hand, union membership or political affiliation. This is not necessarily an all-inclusive list and factors could vary based on the laws where your business is located.

Working with us and your role:

We are committed to creating an inclusive, safe and healthy working environment in which everyone is respected and can flourish equally, without fear or favour. We do not tolerate any form of behaviour or attitudes that support coercion, intimidation or discrimination. Whenever and wherever we observe such behaviour, we challenge it and support others who do so. We expect this of you too.

We refuse to do business with anyone that fails to respect and protect these basic human rights.

HUMAN RIGHTS

We respect and protect human rights

The United Nations Universal Declaration of Human Rights proclaims certain fundamental rights and freedoms. These include the right to life, liberty and security; equal rights of men and women; the right to protection under the law and against discrimination, slavery, servitude, torture, or inhumane or degrading treatment; and freedom of speech, thought, conscience and religion.

We do not tolerate forced, debt bonded, indentured labour practices, or human trafficking. In the UK, we expect every party we deal with to adhere to the Modern Slavery Act 2015, as we do ourselves.



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Working with us and your role:

Suppliers must comply, at a minimum, with all applicable local labour and employment laws and regulations in the countries where they operate. Furthermore, suppliers must comply with the following principles:

Wherever we work 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.

We refuse to do business with anyone that fails to uphold these basic human rights or has links with an oppressive regime that give us cause for concern. We require that you share our commitment to respecting, protecting and promoting:

- The principles set out in the United Nations Universal Declaration of Human Rights and UN Global Compact initiative
- The International Labour Organisation's standards regarding child labour and minimum age
- The Ethical Trading Initiative (ETI) Base Code
- The principles of our Code
- The principles of the Modern Slavery Act 2015
- National legal requirements regarding wages, working hours and the right to work We expect subcontractors and suppliers to pay workers fairly without unlawful or unethical deduction of wages. This means:
 - Employees, agency workers or independent contractors engaged by them or their supply chain ("workers") are paid fairly and in accordance with legal requirements regarding wages and working hours and, where applicable, agreed contractor rates without unlawful deduction
 - Workers are not charged for administration, employer PAYE contributions, training levies or any other costs which unfairly disadvantage them and cannot be justified
 - Any use of umbrella companies for the purposes of paying such workers is compliant with the Freelancer & Contractor Services Association (FCSA) standards and codes of practice Our commitments
- To observe, protect and promote these rights wherever we operate
- To encourage our staff and suppliers to identify any person they think may be at risk from these practices and so help us to help people at risk We expect you to be able to confirm the steps you are taking to ensure modern slavery and labour exploitation are not taking place in your supply chains, or in any part of your business. You must maintain a complete set of records to trace the supply chain of all goods and services you provide to MGRL.

DATA PROTECTION

We respect everyone's privacy by complying with all data protection laws and will not accept individuals' information being mishandled. We will comply with provisions of the General Data Protection Regulations (2018).

Data protection and privacy laws regulate the collection, storage, disposal, use and disclosure of personal information (such as names, addresses, dates of births, job titles or photographs), which can identify a living person. Wherever personal information is gathered, held or used, we must comply with the relevant country's data protection laws. In the UK, this means the General Data Protection Regulations (2018). Our standards and policies on protecting personal information must also be complied with. If you are in any doubt about any aspect of this, please seek advice from your Data Protection Officer or the MGRL Data Protection Officer.



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Working with us and your role:

As part of our work, we risk assess and carry out due diligence on our suppliers to ensure they meet our required standards. Where appropriate, we will make recommendations. We expect you to:

- Process personal information in a fair, lawful and transparent manner
- Obtain valid consent from data subjects
- Only collect the personal information required to fulfil the service you are providing and to not further process this information in a manner incompatible with this service
- Take steps to ensure personal information remains accurate and up to date
- Take steps to fulfil subject access requests free of charge (unless the request is manifestly excessive) and provide information in a concise, transparent, intelligible and easily accessible form, using clear and plain language
- Have a retention schedule to ensure personal information is not retained longer than is necessary
- Implement organisational and technical measures to ensure the integrity and confidentiality of personal information
- Reasonably co-operate with and assist on data protection impact assessments or compliance matters which relate to the processing activities being carried out by you on behalf of MGRL.

SOCIAL MEDIA

MGRL is committed to make the most effective use of communications technologies to support our business, research, recruitment and engage with our communities. In particular, external social media platforms - web based tools that allow instant interaction between users - greatly enhance our ability to communicate and network with our colleagues and suppliers.

At the same time, it is essential to recognise and manage the legal, ethical and reputational risks arising from the use of social media communications platforms. Information, once published online, may remain in the public domain indefinitely. Therefore, MGRL has a responsibility to set out its expectations for acceptable and unacceptable use of social media, in line with its wider rules governing professional conduct.

We ask that our suppliers:

- Only disclose publicly available information about MGRL
- Must not make reference to MGRL business information (including key IT systems and processes) or dealings relating to MGRL colleagues, customers, clients, partners, or suppliers
- Post opinions on personal social media accounts, which could reasonably be construed as official comments on behalf of MGRL
- Post anything about MGRL, its customers, clients or colleagues containing abusive, obscene or libellous comments
- Use the MGRL logo on social media channels without approval.



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OUR ENVIRONMENT

We care about our world and recognise our responsibility to work within environmental limits

For an engineering business such as MGRL, maximising the use of infrastructure assets for our clients whilst minimising use of resources is essential if we are to reduce our impact on the environment, contribute to society and offer best value. Key to this is that we all use the earth's resources, both its materials and people, carefully and responsibly, using what we need, but being mindful of our future generations. We have, therefore, set our own ambitious goals for establishing a more sustainable business. Every one of us have a role to play: through our decisions we can offer more sustainable solutions, minimising our impact on the environment.

We believe in sustainable development - we know the world's resources are finite. We also recognise that sustainable development is vital; however, we seek to meet the needs of the present without compromising future generations. It is our responsibility to do all we reasonably can to reconcile this.

Working with us and your role:

We therefore require that you share our commitments to:

- Continually strive to improve our environmental performance and results and to review them on a regular basis
- Aspire to provide and utilise infrastructure that enhances ecology and ecosystem services

COMMUNITIES

We respect the world and its community around us and commit to contributing to its improvement

MGRL is fully committed to contributing positively to communities wherever we work through the services we provide and through contribution towards local initiatives improving the environment and the local population.

We are never complacent about the way we work in a local area, or 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 address, wherever possible the community needs as part of our project work and positively impact, through engagement, the social, economic, or environmental circumstances of the communities we work in.

We believe that in order to achieve success we must harness a more sustainable business with profitable margins, healthy communities and environmental limits that are not competing interests and that when aligned they can create shared value.

Working with us and your role:

We therefore expect you to join us in these commitments when we work together:

- We will respect the traditions, cultures and laws of the countries in which we operate
- We will take into account the concerns of the wider community, including both national and local interests
- We will listen to the concerns of local communities and, wherever we can, we will act to mitigate them. • We will keep the communities affected by our projects regularly updated and informed
- We will seek to employ local people and local resources on our projects wherever possible
- We will work with communities to understand how we can help them to improve their wellbeing
- We will collaborate with the project stakeholders, customers and impacted communities to help improve and optimise our social impact



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KEEPING EVERYONE SAFE

The health and safety of everyone who works for or with us is our number one priority

We treat health like safety and seek to design out or manage down risks. Our goal is that no one is hurt in our workplace. This means no injury or ill health caused by our work activities. We will lead by example and not walk by. Our governance arrangements mean that we will monitor and improve health and safety performance and hold ourselves to account through our clear governance arrangements.

We have a fair and just culture at MGRL - those involved in unsafe acts will be treated fairly and protected for making genuine mistakes but anyone knowingly setting people to work or working in contravention of risk control measures will be removed from site with immediate effect. We will continue to learn, share, provide safety-related training and implement safe ways of working and will work with others to improve health and safety standards and share best practice.

Working with us and your role:

Suppliers must ensure that each of their employees working on or behalf of MGRL comply with all applicable local laws and regulations pertaining to the use of drugs and alcohol.

We also expect you to:

1. Be fit for work
2. Always receive a briefing before starting work
3. Report all unsafe events and conditions
4. Stop work if anything changes

OPEN AND FAIR COMPETITION

We believe in open and fair competition and only seek competitive advantage through fair and lawful means

We want to work in marketplaces that are fair, open and honest, and want our competitors, customers and suppliers to know this is how we will always behave. We comply with competition and anti-trust laws wherever we do business, and we expect you to do the same. We want to work with suppliers and partners who succeed on the merits of their service offering and not those resorting to unfair tactics to gain improper advantage.

Working with us and your role:

Never share with us:

- Information you receive from or about our competitors or their bids
- The bids you make to our competitors
- Always: Report anti-competitive behaviour if you see it or suspect it
- Immediately return any confidential information you should not have received

Competition and Anti-Trust Laws

Several countries around the world have developed competition or anti-trust laws. They prohibit a variety of business practices that restrict free and fair competition such as bid rigging, price fixing or market sharing. They differ by country and can be very complex. Violations of such laws are very serious and lead to criminal or civil prosecution. They can also result in very large fines.



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GIFTS AND HOSPITALITY

We make sure gifts and hospitality are reasonable and don't improperly influence a decision

To foster good will or working relationships, members of our team may occasionally receive or offer gifts or hospitality. Hospitality includes invitations to social functions, sporting events, meals and entertainment. Gifts can vary in type and are generally low value or a customary token of appreciation. Any gifts or hospitality we receive, or offer should always be reasonable in terms of value, frequency and timing.

Working with us and your role:

In principle, there is nothing wrong with genuine relationship building, gifts or hospitality. We don't want anyone trying to influence or pressurise us or others, by offering things that may create a sense of obligation or that could be misconstrued or misrepresented. Neither do we want you to be influenced or pressurised through the acceptance of inappropriate gifts or hospitality. Use your judgement and good sense – and if in doubt, always ask.

BUSINESS CONTINUITY PLANNING

As our supply chain is integral to the service, we provide it is essential that our suppliers have robust business continuity plans in place to protect their operations as far as possible, should any disruption to their business occur (for example natural disasters, terrorism, war, software viruses, pandemic / epidemic, illness and infectious diseases).