



CALEDONIAN
SLEEPER

A unique way to travel

Supplier Code of Conduct

Contents

1 Introduction

Introduction 4
Our Values..... 5

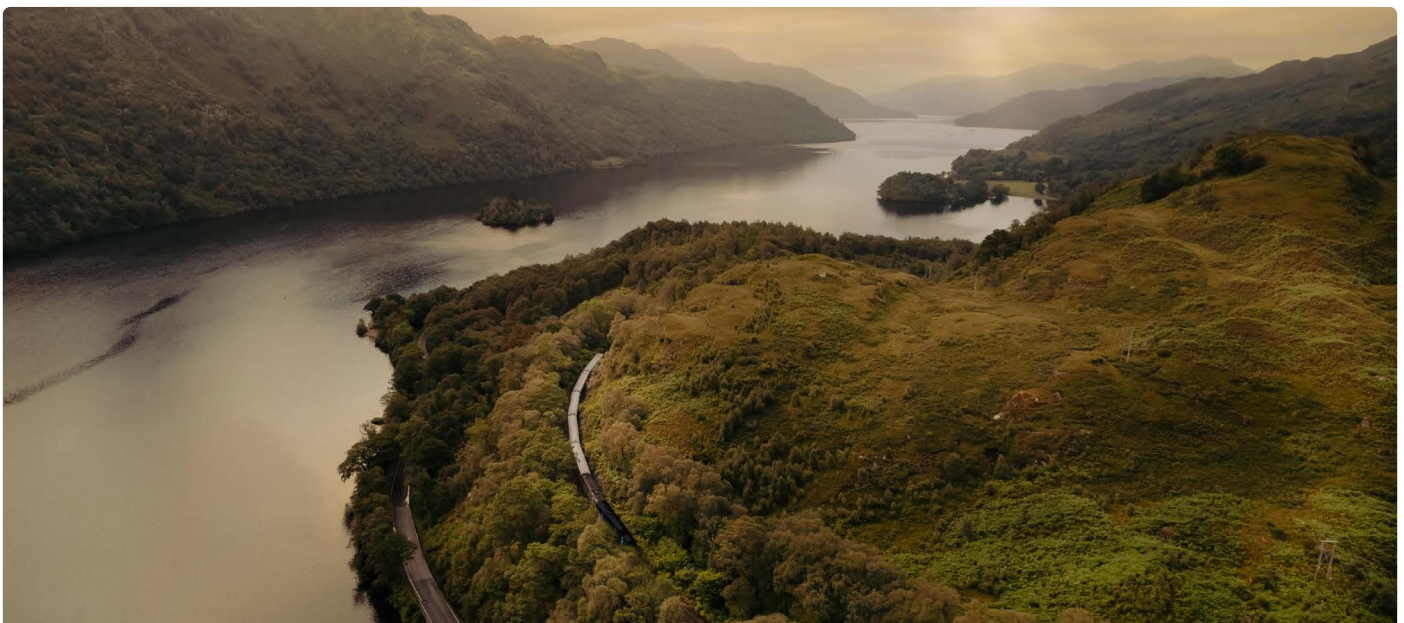
2 Code of conduct

Health and safety 7
Colleagues 9
Environment..... 10
Gifts and hospitality..... 11
Conflicts of interest..... 11
Financial behaviour 12
Keeping our data safe 13
Community engagement 13
Monitoring and compliance..... 14

3 Summary

Summary of obligations..... 16

From awe-inspiring landscapes to historic cities, Caledonian Sleeper connects over 40 of Scotland’s most popular and beautiful destinations directly to London six nights a week.



1

Introduction

Introduction

Caledonian Sleeper Limited (CSL) is committed to forming partnerships with suppliers providing goods and services to our business. CSL considers suppliers as part of the Sleeper family and therefore focuses on ensuring that all suppliers share our commitment to strong ethical business practices and values.

The CSL Supplier Code of Conduct sets out our expectations from our supply chain, alongside setting out our commitments in return, and is the basis for fostering a healthy relationship between both parties. CSL is committed to sharing the successes of our business, with those suppliers who are an integral part of it, and to identify opportunities for joint innovation.

Our Code of Conduct aligns with the [Scottish Government Sustainable Procurement Duty](#) and the [Transport Scotland National Transport Strategy](#) to improve the economic, social and environmental wellbeing of our local area by:

- Enabling economic, social, and environmental improvement
- Supporting the transition to Net Zero and address environment and climate related supply chain risks
- Supporting Equality, Fair Work and Community Benefits

CSL is committed to encouraging and enabling Small and Medium-sized Enterprises (SMEs) to become part of our supply chain. We will therefore engage with SMEs to support their compliance with our Code of Conduct and identify appropriate mitigations, where possible, to support any areas of non-compliance.

CSL will work with existing suppliers to support their commitment to this Code of Conduct, and the requirements set out within will be a key feature of all future procurement activities.

In order to monitor compliance, CSL will ask suppliers to perform self-audits, alongside joint audits with CSL. We will also ask suppliers to evidence the assurance activities they have conducted, to ensure compliance with this Code of Conduct by their extended supply chain. We will use the output of these audits to devise action plans where there are areas of non-compliance, alongside identifying best practice to share amongst our supply chain. CSL is currently developing a supplier assurance strategy and may ask our suppliers to facilitate other assurance activities as that strategy develops.

We will ask our suppliers to share relevant documentation to support their compliance to our Code of Conduct through the procurement and onboarding process. This will include copies of policies covering the topics contained within this document, alongside business continuity plans, proof of insurance and any relevant compliance certifications.

Our Values

CSL has engaged its workforce to create a set of Core Values to underpin who we are as an organisation and how we operate.

Whilst we do not expect our suppliers to have identical values, we seek to collaborate with businesses that share our overall ethos and the intent behind our values. We encourage all suppliers to clearly define their own values and work with CSL to demonstrate how these align with ours.



Togetherness
is what unites us

We work together, encouraging healthy debate and difference of opinions while celebrating the diversity of each other.



Integrity
is what underpins us and holds us accountable

We are open and honest, treating everyone fairly, remaining unbiased and displaying empathy, ensuring mutual trust in each other and our guests.



Respect
is what defines us

We treat each other, our guests and the environment that we operate in with respect and dignity.



Passion
is what ignites us

We are driven to continually develop ourselves and to change and improve our business to ensure that we consistently innovate and delight our guests.

2

Code of conduct

1 Health and safety

Our commitment to safety spans our people, our guests, our suppliers, and any other persons who our business interacts with. Safety is, and always will be, our number one priority, and as a business underpins everything we do. As a Train Operating Company (TOC), CSL has Health and Safety obligations under the following Health and safety legislation and any other relevant safety regulations.

- Health and Safety at Work Act 1974
- Health and Safety at Work Regulations 1999
- The Railways and Other Guided Transport Systems (Safety) Regulations 2006 (ROGS)

As a result of the above, CSL will assess the risk profile of all goods and services being purchased and ensure there are relevant assurance processes in place to manage and mitigate any risks.

CSL has a commitment to work with suppliers to thoroughly investigate health and safety accidents and/or incidents, to prevent recurrence and improve the safety environment in which we operate.

What do we ask for from our suppliers?

- 1a Comply with all applicable occupational health and safety regulations to ensure a safe and healthy working environment. This is crucial to protect employees' health and prevent incidents, injuries, and work-related illnesses.
- 1b Ensure that employees and others in the supply chain possess the necessary skills, knowledge, and experience. They should also be provided with appropriate resources and equipment to perform their tasks in a healthy and safe manner.
- 1c Report all health and safety accident and/or incidents related to our projects, sites, or workplaces in accordance with agreed-upon requirements.
- 1d Proactively engage in all risk assessment and assurance processes conducted by CSL.
- 1e We expect key partners to present their safety KPIs, performance metrics, and improvement plans. This ensures their culture and performance are continuously advancing.

2 Colleagues

At CSL we treat our suppliers as part of the Sleeper family, and we expect our suppliers to have the same commitment to their people as we do to ours.

CSL has a zero-tolerance approach to the use of all forms of forced labour and physical abuse. Suppliers must comply with all applicable laws and regulations regarding human trafficking, minimum ages, and the international conventions on child labour, along with the United Nations Universal Declaration of Human Rights. Suppliers must undertake all reasonable and practical steps to ensure that our standards are being implemented and that local legislation and regulations are complied with. All instances of non-compliance will be assessed, and remedial action taken as appropriate.

CSL does not tolerate any form of verbal or physical harassment within our own business based on:

- age
- disability
- gender reassignment
- marriage or civil partnership
- pregnancy and maternity
- race
- religion and belief
- sex

In addition, CSL as a public body, is required to consider and keep reviewing how it promotes equality in all aspects of its business, including its procurement of goods and services.

Our whole team is driven to continually develop and improve our business, working together to innovate and delight our guests.

What do we ask for from our suppliers?

- 2a We expect our suppliers to have a policy in place to set out its commitment to preventing any form of harassment in the workplace.
- 2b All our supply partners must be legally compliant with all legislation pertaining to Fair Work and able to demonstrate ethical working practices throughout their entire supply chain.
- 2c CSL encourages suppliers to go beyond the statutory and legislative requirements by having policies or action plans in place to promote a positive culture, including diversity and inclusion, along with promoting a circular economy through the use of local workforce.



3 Environment

CSL operates in the public sphere and as such, we are legally obligated to comply with wider governmental objectives. We must comply and contribute towards the Scottish Government's goal of net-zero gas emissions by 2045, the [United Nation's Sustainable Development Goals](#), and the aims of the second iteration of the National Transport Strategy.

Essentially, we are looking to reduce emissions associated with our business activities wherever possible to help tackle climate change. From a social and governance perspective, we are aiming to ensure we contribute towards a positive, thriving local economy based on responsible consumption of materials.

What do we ask for from our suppliers?

- 3a We ask that our supply partners engage positively towards reducing greenhouse gas emissions. While we do not expect every single supply partner to have things such as Science Based Targets in place, we would ask that we can work closely to look at opportunities to reduce greenhouse gas emissions together.
- 3b We ask that all our supply partners are legally compliant with The Waste Regulations (in whichever jurisdiction they operate from) and can demonstrate that waste generated from operations is recycled as far as possible.
- 3c Where the goods (if applicable) will be distributed, details on where distribution will be from and by what means of transport e.g., 50km via diesel HGV. For a service delivered, similar information should be provided.
- 3d Understanding of their own supply chain (for goods and services), including assurance that labour laws are compliant throughout the chain.
- 3e Able to report to CSL their Scope 1, Scope 2 and Scope 3 emissions to allow CSL to report on our own Scope 3 profile within Annual Reports and other financial and climate related disclosures.

We also encourage suppliers to:

- 3f Have an environment or sustainability management plan in place which demonstrates commitments to reducing greenhouse gas emissions, or evidence initiatives or measures that are in place already.
- 3g Have a dedicated environment or sustainability contact or team.
- 3h Have in place a waste management plan, or strategy, which follows the waste hierarchy.
- 3i Engage with CSL on upskilling opportunities to grow in confidence within this ESG space.
- 3j Actively consider decarbonisation opportunities across their supply chain with justification for approval/decline of initiatives, kept within an opportunities register (or equivalent).
- 3k Actively promote social value. This will include benefits and enhancements for their own staff (e.g., cycle to work schemes, volunteering days, apprenticeships and hiring from diverse backgrounds) as well as working with the local community (charity partners, donations, school outreach programmes, and volunteering with community groups).

4 Gifts and hospitality

CSL acknowledges that businesses will, from time to time, offer gifts and hospitality in a step to strengthen relationships. However, in some circumstances this can be viewed as inappropriate and therefore we have a strict policy in place which governs how our employees should handle these offers. We will not request and should not be offered any gifts or hospitality in attempt to exert influence on our business.

What do we ask for from our suppliers?

- 4a We ask suppliers to respect our policy and not to allow the rejection of any offers to harm the relationship we have.
- 4b We also ask that our suppliers have similar procedures in place, to prevent any parties having undue influence over their business and therefore prevent any related impact on CSL.

5 Conflicts of interest

At CSL, it is essential that the decisions we take are based purely on what is right for our business. We ask all of our team to declare any conflicts of interest and take appropriate steps where conflicts exist, to ensure they have no bearing over business decisions.

What do we ask for from our suppliers?

- 5a We ask suppliers to avoid situations which may present a conflict of interest, or will have the appearance of doing so.
- 5b Suppliers should immediately declare to CSL, any personal or professional activities, relationships, or pursuits that impair (or may be perceived as impairing) their ability to make objective decisions or that have the appearance of impropriety.
- 5c We ask that suppliers have their own policies and processes in place to manage the declaration and assessment of conflicts of interest.



Our guests are whisked to the heart of their destination under the stars—travelling while they sleep lets them pack more in to business trips and short breaks.

6 Financial behaviour

CSL will not tolerate any form of financial impropriety and all suppliers must comply with the Bribery Act 2010. CSL will not request and should not be offered any form of bribe under any circumstances and any financial conduct which raises concern, must be reported to senior representatives of suppliers and CSL immediately.



What do we ask for from our suppliers?

- 6a Suppliers must never request, accept, pay, offer, or authorise bribes or any form of inducement, either directly or indirectly, under any circumstances. This includes actions intended to improperly influence a business decision or secure an improper business advantage, such as offering services, gifts, facilitation payments, or benefits to a CSL employee, customer, public official, or any other individual or entity.
- 6b Suppliers should not engage in any fraudulent or unethical activities.
- 6c Suppliers must not facilitate tax evasion or aid, abet, counsel, or procure the commission of a tax evasion offense by another person.
- 6d Suppliers must not engage in money laundering or conceal the illegitimate origin, source, location, disposition, movement, or ownership of property and/or money, knowing it is the proceeds of crime.
- 6e Suppliers should ensure all reports, records, and invoices are complete, accurate, and not misleading.
- 6f Suppliers must not accept an order for goods or services, unless this is accompanied by a CSL purchase order for the specific goods or services.
- 6g Suppliers must report all instances or suspicions of financial impropriety to CSL.

Our trains feature en-suite rooms, double-beds and the Club Car, a relaxing space to enjoy the best of Scotland's food and drink.

7 Keeping our data safe

The protection of data of our employees, guests and other third parties who we engage with, is of the utmost importance to CSL. We have a range of policies and procedures in place to manage data appropriately and we expect the same of our suppliers.



What do we ask for from our suppliers?

- 7a Our suppliers should have policies and procedures in place to set out their approach to data management and security, which prevents the disclosure of any personal or confidential data belonging to CSL.
- 7b Suppliers should not share any data with sub-processors without the explicit consent of CSL.
- 7c Suppliers must immediately inform CSL in the event of any data related incident including a cyber security breach.
- 7d All of our suppliers, where appropriate, should have a named Data Protection Officer and be able to demonstrate their commitment to data and cyber security.
- 7e All handling and use of data by suppliers should be conducted in accordance with all applicable laws and regulations, including the General Data Protection Regulations.

8 Community engagement

CSL serves communities throughout Scotland and England. We see our business as a part of the communities we serve and are taking steps to foster relationships and identify opportunities to support community activities. Through our charity committee, we support local and national charities who we believe share the values of Caledonian Sleeper.

What do we ask for from our suppliers?

- 8a We encourage our suppliers to have in place charity partners or local community initiatives to promote social value.
- 8b We also ask our suppliers to engage with us to identify where joint initiatives can be supported by both businesses.

9 Monitoring and compliance

CSL is proud to work with a range of suppliers to support and enhance the delivery of our services. Through the procurement process and life-cycle of relationships, CSL will ensure that relevant checks are conducted to give assurance as to the suitability of a supplier. CSL will only work with reputable suppliers who are able to evidence that they operate in a responsible and ethical way.

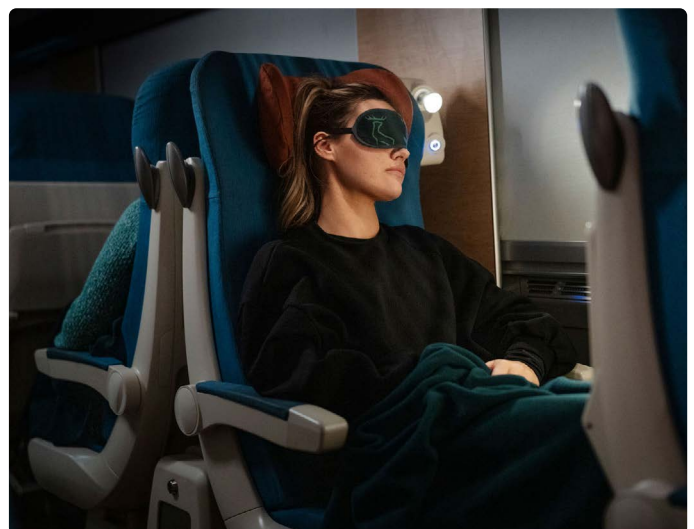
In order to ensure that suppliers are complying with the Supplier Code of Conduct, CSL reserves the right to audit our suppliers and where relevant, their sub-contractors. In the event that an audit identifies areas where the supplier is not complying with this Supplier Code of Conduct, CSL will review the supplier relationship. This review may result in corrective actions and in the most serious of circumstances termination of the contract.

CSL is committed to ensuring productive, engaging and successful relationships with all suppliers and adherence to this Supplier Code of Conduct will act as an integral part of the relationship.

What do we ask for from our suppliers?

- 8a CSL require suppliers to ensure their organisation, and where relevant subcontracting organisations, are aware of the obligations set out in this Supplier Code of Conduct and act in accordance with them.
- 8b All suppliers require to proactively engage and cooperate with all audit activity required by CSL under this Code of Conduct, or any other audit activity as set out in any other agreements between both parties.
- 8c CSL require suppliers to provide evidence of the assurance activities they are conducting with their extended supply chain to ensure compliance with our Code of Conduct.

A seated option is available for budget conscious travellers and there is ample space—and no fees—for bulky luggage, bikes and golf clubs.



3

Summary of obligations

Summary of obligations

1 Health and Safety

- 1a Comply with occupational health and safety regulations.
- 1b Ensure employees and supply chain have necessary skills, knowledge, and resources.
- 1c Report all health and safety accidents/incidents.
- 1d Engage in risk assessment and assurance processes.
- 1e Expect key partners to present safety KPIs, performance metrics, and improvement plans.

2 Colleagues

- 2a Suppliers must have a policy to prevent workplace harassment.
- 2b Supply partners must comply with Fair Work legislation and demonstrate ethical practices.
- 2c Encourage suppliers to promote a positive culture, including diversity and inclusion.
- 2d Promote a circular economy by using a local workforce.

3 Environment

- 3a Engage in reducing greenhouse gas emissions.
- 3b Comply with The Waste Regulations and recycle waste.
- 3c Provide distribution details and transport means.
- 3d Understand and ensure compliance with labour laws in the supply chain.
- 3e Report Scope 1, Scope 2, and Scope 3 emissions to CSL.

Encouraged actions

- 3f Have an environment or sustainability management plan.
- 3g Have a dedicated environment or sustainability contact/team.
- 3h Have a waste management plan/strategy following the waste hierarchy.
- 3i Engage with CSL on upskilling opportunities in ESG.
- 3j Consider decarbonisation opportunities and maintain an opportunities register.
- 3k Promote social value, including staff benefits and community engagement.

4 Gifts and Hospitality

- 4a Respect our policy and maintain a positive relationship despite offer rejections.
- 4b Have procedures to prevent undue influence over their business.

5 Conflict of Interest

- 5a Avoid situations that present or appear to present a conflict of interest.
- 5b Immediately declare any activities, relationships, or pursuits that impair or appear to impair objective decision-making.
- 5c Have policies and processes to manage the declaration and assessment of conflicts of interest.

6 Financial Behaviour

- 6a Never request, accept, pay, offer, or authorize bribes or inducements.
- 6b Avoid fraudulent or unethical activities.
- 6c Do not facilitate or aid in tax evasion.
- 6d Avoid engaging in money laundering.
- 6e Ensure all reports, records, and invoices are complete and accurate.
- 6f Only accept orders accompanied by a CSL purchase order.
- 6g Report all instances or suspicions of financial impropriety to CSL.

7 Keeping our data safe

- 7a Have policies and procedures for data management and security.
- 7b Do not share data with sub-processors without CSL's explicit consent.
- 7c Immediately inform CSL of any data-related incidents, including cyber security breaches.
- 7d Have a named Data Protection Officer and demonstrate commitment to data and cyber security.
- 7e Handle and use data in accordance with applicable laws and regulations, including GDPR.

8 Community Engagement

- 8a Encourage charity partnerships or local community initiatives to promote social value.
- 8b Engage with CSL to identify and support joint initiatives.

9 Monitoring and Compliance

- 9a Ensure awareness and compliance with the Supplier Code of Conduct.
- 9b Engage and cooperate with all audit activities required by CSL.
- 9c Provide assurance evidence of compliance with the Code of Conduct throughout extended supply chain.



CALEDONIAN SLEEPER

A unique way to travel

CALEDONIAN  SLEEPER

Supplier Code of Conduct (Version 1)

For more information about the contents of this document, or any other information about our procurement process, please contact procurement@caledoniansleeper.scot

© Caledonian Sleeper Limited 2025

Caledonian Sleeper Limited is a company registered in Scotland (No. SC328825) at Ground Floor, 1-5 Union Street, Inverness, IV1 1PP.