



Supplier Code of Conduct

Ethics | Integrity | Responsibility | Respect

BNSF Supplier Code of Conduct

I. Introduction

BNSF Railway Company ("BNSF") operates as one of North America's leading freight transportation companies. Suppliers are critical partners in upholding BNSF's commitment to ethical business practices, environmental responsibility, and the safety of the communities we serve. The purpose of BNSF's Supplier Code of Conduct is to establish a foundation for ethical behavior, legal compliance, and operational excellence among BNSF's suppliers, while serving to clarify expectations, mitigate risks, and foster responsible supply chain practices that reflect BNSF's core values. Suppliers are expected to evaluate the standards contained in this Code of Conduct and establish programs and procedures that are tailored to the Suppliers' business, including appropriate training for Supplier employees, to ensure compliance with this Code of Conduct.

II. Supplier Expectations

A. Ethics and Integrity

1. Suppliers are required to act ethically and with integrity in all interactions with BNSF, customers, and third parties.
2. Suppliers must independently develop proposals and bid responses, without consultation with other potential bidders, or BNSF personnel who are not directly involved in the RFP process.

B. Compliance with Laws and Regulations

1. Suppliers must comply with all applicable local, national, and international laws and regulations including, but not limited to those pertaining to:
 - Labor laws
 - Environmental laws and regulations
 - Antitrust laws
 - Anti-corruption Laws (i.e., FCPA, OFAC)
 - U.S. Export and Import Control Laws
2. BNSF is committed to complying with all U.S. trade control laws. Suppliers must ensure they:
 - a. do not provide shipments that are prohibited for import or export;
 - b. do not transfer controlled technology, equipment, or software without import or export licenses; and
 - c. screen transactions to identify persons or entities on restricted or sanctioned parties' lists.

3. Suppliers who perform work on BNSF property are required to have a contract in place for the work being performed and are responsible for complying with all applicable BNSF safety rules, regulations and policies.

C. Labor and Human Rights

1. The use of child, forced, bonded, compulsory labor, or any form of modern slavery by the Supplier is strictly prohibited. This includes work or services not voluntarily performed that is exacted or coerced from a person under threat, force, or penalty, or threatened abuse of law or legal process. Suppliers are prohibited from engaging in or benefiting from any form of human trafficking. Workers must not be required, as a condition of employment, to make a deposit of, or surrender any government-issued identification, passports, work permits, or any other documents necessary for free movement and termination of employment.
2. Suppliers must have policies in place that follow international standards and address forced labor, child labor, freedom of association and collective bargaining, working conditions, and equal remuneration.
3. Suppliers must comply with applicable wage and work hours in accordance with applicable laws.
4. BNSF reserves the right to verify Suppliers compliance with this Code of Conduct, including on-site visits and inspections by designated personnel.

D. Gifts and Entertainment

1. Suppliers must not provide, and BNSF employees nor members of their families may accept, any gifts or entertainment that could be considered improper or that provides personal benefit. This includes any gift of cash or cash equivalent, a gift in exchange for anything in return, or any gift that is immoral or otherwise violates BNSF's Code of Conduct.
2. Gifts and entertainment such as a meal or an event that is attended with a BNSF employee may be provided so long as it is not of substantial value, cannot reasonably be interpreted as an improper payment, and can be disclosed publicly without any reputational harm to BNSF.
3. For suppliers actively participating in a BNSF Request for Proposal ("RFP") process or active contract negotiation, no gifts or entertainment are permitted other than a meal that is incidental to negotiations and nominal in value.

E. Conflict of Interest

1. Conflicts of interest erode trust and can create reputational damage. Conflicts of interest include paying bribes, offering kickbacks or other compensation, or giving anything of value to BNSF employees or their relatives to secure an improper advantage or create the appearance of gaining an improper advantage.

2. Suppliers must avoid actual or potential conflicts of interest that could impair their ability to make unbiased decisions and disclose any potential known or suspected conflicts to BNSF regardless the stage of the sourcing process.
3. Suppliers must not directly or indirectly enter into any business transaction with BNSF employees or their relatives without the BNSF Sourcing department's prior written consent.

F. Health and Safety

1. Suppliers must have policies in place that enforce occupational health and safety standards for their employees and must comply with applicable occupational health and safety laws.
2. Suppliers must implement appropriate safety procedures and preventative maintenance, including any applicable training, and provide Personal Protective Equipment, as required.
3. Suppliers must complete root cause analysis and corrective actions for any incidents or injuries on BNSF property.

G. Confidentiality, Data Protection, and Data Integrity

1. Suppliers must protect the confidentiality of BNSF's proprietary information and intellectual property.
2. Suppliers must take reasonable precautions to mitigate cybersecurity risks and protect BNSF data and personal information in accordance with applicable laws and regulations as well as BNSF's Privacy and Security Supplement, where applicable. BNSF will make the Privacy and Security Supplement available upon request.
3. Suppliers must allow BNSF to audit Supplier's cybersecurity and data protection policies and practices.
4. Supplier must expediently notify BNSF if a breach of BNSF data is suspected.
5. BNSF data may only be hosted in Australia, Canada, New Zealand, the United Kingdom, and the United States.
6. Suppliers are expected to conduct pre-employment diligence and establish appropriate controls and monitoring to safeguard BNSF's information and systems. Efforts should include background checks and live identity verification for employees, effective system access management and security controls.
7. Suppliers are strictly prohibited from selling, distributing, or misusing BNSF data. Furthermore, BNSF data must only be used for the specific purposes for which it was originally provided, ensuring compliance with all relevant agreements and regulations.

H. Quality and Performance

1. Suppliers are expected to:
 - a. Deliver goods and services that meet or exceed applicable specifications and quality requirements.
 - b. Support BNSF's vision of safety, efficiency, reliability, and continuous operational improvement.
 - c. Drive continuous cost-saving innovation and efficiency to enhance customer value.
 - d. Provide accurate and reasonably detailed invoices for all BNSF work, ensuring all rates and charges are consistent with applicable contract terms and are supported by documentation or other reasonable evidence.

I. Foreign Visitors

1. Foreign visitors to BNSF facilities are subject to additional screening requirements. BNSF's Resource Protection department (1-800-832-5452) must be notified at least 10 days prior to any visit by a foreign visitor.
2. Notification must include visitor's name, nationality, passport number, date and purpose of visit, and name of the BNSF escorting department.

J. Branding and Social Media

1. Unless prior written consent has been obtained from BNSF's Corporate Relations Department, Suppliers are prohibited from:
 - a. Using BNSF's name, logo, images, or other assets conveying the BNSF brand in promotional or marketing materials including but not limited to the following: external websites; social media platforms; printed or electronic media used in trade shows, recruiting activities, and all other marketing efforts; signs or banners; video; print, electronic, digital, or any other kind of advertising; news releases, media interviews, or any other news media forum; or newsletters distributed to outside parties.
 - b. Posting on social media about BNSF business.
 - c. Making public announcements regarding the provision of goods or services, share information regarding projects, or circulate photos or descriptions of any work being performed.

K. Environmental Compliance and Sustainability

1. Suppliers must adhere to and comply with all relevant environmental laws and regulations.
2. Suppliers must efficiently manage resources, conserve energy, responsibly manage biodiversity, minimize waste, and avoid pollution.

3. Suppliers must develop and implement an environmental policy that is relevant and appropriate to their operations and consistent with BNSF's requirements.
4. Suppliers must incorporate circularity and sustainability principles into their operations
5. Suppliers must ensure their supply chain operates responsibly, minimizing negative environmental impacts and supporting continual improvement in environmental performance (e.g., optimizing the use of natural resources (energy/water/raw materials), implementing pollution prevention measures, minimizing waste generation, etc.)

L. Harassment in the Workplace

1. Suppliers must ensure personnel assigned to perform work with or for BNSF act in a professional and respectful manner, keeping the workplace free from verbal or written harassment, discrimination, retaliation, violence, or threats of violence.

M. Accountability and Reporting

1. Suppliers are expected to:
 - a. Implement processes to ensure proper monitoring and documented compliance with BNSF's Supplier Code of Conduct.
 - b. Cooperate with audits and assessments initiated by BNSF to evaluate adherence to BNSF's Supplier Code of Conduct.
2. Anyone who believes that a Supplier or BNSF employee has engaged in illegal, unethical, or improper conduct, or has otherwise violated BNSF's Supplier Code of Conduct must immediately report the incident to BNSF's Vice President Compliance and Audit at 817-352-2352, Vice President and Chief Sourcing Officer at 817-352-2000, or via the BNSF Hotline at 800-533-BNSF. Callers to the BNSF Hotline may choose to remain anonymous.

III. Non-Compliance and Consequences

Failure to adhere to the expectations outlined in this Supplier Code of Conduct may result in a formal review process, including requests for corrective action plans; termination of contracts and/or business relationships; escalation through legal or regulatory channels.

IV. Acknowledgment

By conducting business with BNSF, suppliers agree to comply with the expectations and requirements established in this Supplier Code of Conduct.