

Procurement Policy

Scope

Compliance with this policy is mandatory and applies to all Transdev operating entities in Australia and New Zealand.

This policy meets or exceeds the minimum requirements set out in the Transdev Group Procurement Policy. This policy takes precedence over and replaces all existing local TDA subsidiary procurement policies and guidance.

The application of this policy applies to all third party and supplier expenditure (including capital expenditure and investment) of Transdev Australasia's operating subsidiaries.

Purpose

The purpose of this policy is to ensure all Transdev Australasia Procurement activities (including procurement activities of TDA's operating subsidiaries) are conducted in a consistent, competitive and responsible manner, and deliver value based outcomes whilst protecting the reputation and interests of Transdev.

This policy has 7 key objectives that must be the focus of all Procurement Activities:

1. All Procurement Activities are completed in accordance with the requirements mandated by this Policy, the Transdev Australasia Procurement Framework and all other Policies and documents as published by Transdev Australasia;
2. Achieve maximum value from each sourcing opportunity, whilst placing safety, corporate responsibility and ethical practices as the highest priorities;
3. Support the procurement of goods and services in a sustainable manner in accordance with Transdev's sustainability and local industry engagement objectives;
4. Proactively manage other risks and opportunities within our supply chain relating to fair operating practices, human rights, the environment, health, safety, diversity, inclusion and communities;
5. Support and advance the Transdev businesses and Transdev Group Procurement strategies;
6. Apply a consistent, transparent and auditable process to all Procurement Activities; and
7. Calculate and base decisions on the Total Cost of Ownership (TCO) for the expected life of the purchase.

Compliance with Policy

This policy does not contain all associated documentation necessary for procedural compliance, and it is mandatory for all staff to familiarise themselves with relevant information provided in Promapp/ISPQ including the Transdev Procurement Framework.

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Policy

Compliance with this Policy plays a significant role in achieving Transdev's business objectives by:

- a. Providing a documented and transparent framework for the control of Procurement Activities, and assigning appropriate accountability in accordance with the Procurement Framework;
- b. Ensuring Transdev is in the most competitive position possible to attract and retain business opportunities;
- c. Providing a platform for business growth, a key enabler for new business operations;
- d. Providing a regionally co-ordinated approach to Procurement allowing our spend to be leveraged and reduced administration;
- e. Ensuring all Procurement Activities consider the interests of all business streams and carry the appropriate reviews and approvals in accordance with the Delegated Financial Authority Matrix;
- f. Promoting sustainable and ethical procurement initiatives;
- g. Ensuring local small and medium enterprises are given full and fair opportunity to compete for Transdev's Procurement activities; and
- h. Minimising business risk by considering the interests of all business streams and legislative requirements.

When undertaking a Procurement Activity, all employees must comply with all applicable policies, processes, procedures and guidelines as defined by the Transdev Procurement Framework to ensure each Procurement Activity is carried out in accordance with this Policy in delivering Transdev's business requirements.

All Supplier engagements (regardless of value or assessed risk) must follow the Transdev Procurement Framework. The Framework provides all necessary responsibilities, guidance and tools (including selecting the most appropriate procurement method) to conduct Procurement Activities on behalf of Transdev in order to deliver value for money.

The Transdev Procurement Framework details consideration to be given to promoting sustainable procurement initiatives and employment and business growth by expanding Procurement Activity opportunities for local small and medium enterprises. The process for selecting the appropriate procurement method is set out below.

In order to promote sustainable procurement outcomes Transdev has introduced a tailored procurement method for Procurement Activities depending on whether the supplier is a commercial supplier or an Indigenous business or a Social Enterprise.

The Procurement Activities for Indigenous Businesses and Social Enterprises adopts a streamlined process with higher spend thresholds (up to \$100,000) only requiring one quote (compared to a \$50,000+ threshold for commercial suppliers requiring three quotes).

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Commercial Suppliers

| Commercial Suppliers¹ | | | | |
|---|---|--|--|--|
| Value of purchase | <\$2,000 | \$2,000 - <\$50,000 | \$50,000 - <\$150,000² | >\$150,000 |
| If existing national supply contract exists, then such contract arrangement to be used to leverage total Transdev expenditure with Supplier. Purchase Order to be issued in accordance with existing contract. | | | | |
| Procurement Method | Direct Purchasing with preferred supplier | One written quote obtained by business unit | Three or more written quotes obtained by Procurement Category Manager | Open or Closed Tender Process – contact TDA Head of Procurement |
| Agreement to be entered into | Credit Card or Purchase Order with existing or preferred Supplier | Purchase Order terms and conditions via INFOR/AX | Transdev Short Form Agreement & TDA Terms and Conditions via Procurement | Bespoke Transdev Terms and Conditions using TDA Template from TDA Legal |
| Authorisation of expenditure at time of Purchase Requisition approval | In accordance with Delegated Financial Authority | In accordance with Delegated Financial Authority | In accordance with Delegated Financial Authority | In accordance with Delegated Financial Authority |
| Sole Source Justification Form required for corporate governance | No | No | Yes (approved by relevant Transdev Managing Director) if only one quote obtained | Yes (approved by relevant Transdev MD) if only one supplier approached for pricing |

¹ Proprietary companies in business to make profit.

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Indigenous or Social Enterprise Supplier Involvement

| Indigenous businesses and Social Enterprises ² | | | |
|--|---|--|--|
| Value of purchase | <\$2,000 | \$2,000 - <\$100,000 | >\$100,000 |
| If existing national supply contract exists, then such contract arrangement to be used to leverage total Transdev expenditure with Supplier. Purchase Order to be issued in accordance with existing contract. | | | |
| Procurement Method | Direct Purchasing with preferred supplier | <i>One written quote obtained by business unit in conjunction with Procurement Category Manager</i> | Open or Closed Tender Process - contact TDA Head of Procurement |
| Agreement to be entered into | Credit Card or Purchase Order with existing or preferred Supplier | Transdev Short Form Agreement & TDA Terms and Conditions via Procurement | Bespoke Transdev Terms and Conditions using TDA Template from TDA Legal |
| Authorisation of expenditure at time of Purchase Requisition approval | In accordance with Delegated Financial Authority | In accordance with Delegated Financial Authority | In accordance with Delegated Financial Authority |
| Sole Source Justification Form required for corporate governance³ | No | No | Yes (approved by relevant Transdev MD) if only one supplier approached for pricing |

² An Indigenous (businesses registered with Supply Nation <https://supplynation.org.au/> or Kinaway <https://kinaway.com.au/>) or Social Enterprise(eg enterprises which have a defined primary social, cultural or environmental purpose and invest a substantial proportion of their income into their purpose).

³ Should a Sole Source Justification Form be required it must be completed prior to the Supplier being engaged (or related binding commitment made to the Supplier on behalf of Transdev). The form must be approved by the subsidiary Managing Director prior to submission to Group Procurement for approval. This will ensure that sole sourcing is only implemented where there is appropriate reason to be so.

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A breach of this Policy will be managed in accordance with the Transdev People and Culture Management processes and may lead to disciplinary action.

Nathan Lanthois
Chief Legal & Commercial Officer – Transdev Australasia

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