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1.0 RESPONSIBILITY

Chief Executive Officer (CEO).

2.0 STATEMENT OF POLICY

Amtrak requires all employees to adhere to the highest standards of business ethics. We must always act in a manner that complies not only with applicable law, but also with the strongest moral and ethical standards and that avoids any conflict of interest or appearance of a conflict of interest. This policy provides details on conflicts of interest and the appearance of such conflicts and how to obtain guidance about what to do.

Amtrak employees owe the Company a duty of undivided loyalty to Amtrak's business and operational interests. In general, a conflict of interest occurs when an individual's personal interests – family, personal friendships, outside employment, financial or commercial interests, or other non-Amtrak activities – could compromise their judgment, decisions, or other actions on behalf of Amtrak.

Note that personal friendships are different from purely professional relationships. In general, the fact that an Amtrak employee has worked with another person for many years in industry settings does not give rise to conflict of interest concerns. But if what was once a purely professional relationship has grown into a personal friendship – taking vacations together, engaging in dining or similar social gatherings outside of a work context, attending family holidays or parties or other personal events – then that is a relationship that could give rise to a conflict or appearance of a conflict.

Amtrak employees must also avoid the appearance of a conflict – for example, a relationship or interest that may not be an actual conflict but could reasonably look like a conflict to an outside observer – because even an appearance of a conflict can cause damage to Amtrak's reputation and business interests.

For employees and for the Company, the core protection with respect to both conflict of interest and the appearance of a conflict is prompt disclosure of the relationship, interest or other situation and seek advice from your management chain or the Ethics Officer. In many cases, the Ethics Officer will be able to recommend steps that can mitigate or avoid the conflict of interest or appearance of a conflict of interest – for example, that the employee recuse (not participate in) a decision or other activity. Whatever the guidance, the importance of disclosure cannot be overstated.

3.0 SCOPE

3.1 This Policy applies to all Amtrak employees.

3.2 For employees covered by a collective bargaining agreement, the applicable bargaining agreement shall govern to the extent, if any, it conflicts with this Policy.

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3.3 The Amtrak Inspector General and employees in the Office of Inspector General are separately governed by the standards set forth in the Inspector General Act of 1978, as amended, and policies established by the Office of Inspector General. Questions or concerns regarding OIG employee conduct should be forwarded to the Inspector General and/or the Council of Inspectors General on Integrity and Efficiency.

3.4 Members of Amtrak's Board of Directors are separately governed by the Code of Business Conduct and Ethics, as adopted by the Board of Directors.

4.0 ADMINISTRATION

4.1 The Corporate Ethics Officer (currently the Executive Vice President, Chief Legal Officer & General Counsel) shall be designated by the CEO and shall have ultimate responsibility for the administration and interpretation of this Policy and approval of any exceptions to it.

4.2 Employees should direct questions concerning potential conflicts of interest up through their management chain and are encouraged to escalate such issues to their Executive Leadership Team (ELT) member and, when necessary or appropriate for resolution, to the Corporate Ethics Officer. Employees may also contact the Corporate Ethics Officer directly at ethicsofficer@amtrak.com.

4.3 Violations of this Policy may result in disciplinary action, up to and including termination of employment.

4.4 The Corporate Ethics Officer has the ultimate responsibility and authority to determine whether a conflict of interest (or appearance of a conflict of interest) exists and to determine the appropriate remedial actions to be taken, except that employee discipline actions shall be determined by the employee's supervisors in consultation with the department's Human Resources Business Partner and the Ethics Officer. (Note that conflict of interest issues arising in a procurement context may be subject to additional specific Procurement Department policies and procedures.)

5.0 STANDARD OF CONDUCT

5.1 Business decisions should be made based solely on a good faith judgment of what is in the best interest of Amtrak.

5.2 Employees are prohibited from any of the following:

5.2.1 Engaging in activities that pose a conflict of interest or the appearance of a conflict of interest between the employee (including their outside relationships, interests, and other activities) and Amtrak.

5.2.2 Failing to exercise reasonable care to identify and disclose a potential or actual conflict of interest between the employee (including their outside relationships, interests, and other activities) and Amtrak, and failing to take reasonable steps to mitigate or avoid actual conflicts and the appearance of a conflict of interest.

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- 5.2.3 Offering, providing or receiving anything of value or creating an opportunity for another person to do so that may reasonably be perceived as influencing the recipient to engage in conduct that is unethical, deceptive, or otherwise contrary to the recipient's duties to his/her office or employer.
- 5.2.4 Any other conduct the employee knows or should know is dishonest, unethical, or contrary to the person's obligations to his/her office or employer. Examples of such conduct include, but are not limited to: (a) fraud or deception, including participating in any such scheme; (b) theft; (c) paying or receiving a bribe or kickback; (d) knowingly billing a customer for material or services not delivered or performed; (e) knowingly paying a customer for material or services not delivered or performed; (f) accepting any gifts or business courtesies prohibited by Section 7 of this Policy; (g) destroying or altering records to falsify, conceal or misrepresent the information in them; (h) giving preferential treatment or access to vendors or potential bidders; and (i) failing to comply with the Procurement Departments requirements for Technical Evaluation Committee members, such as the requirement to disclose relevant outside interests and relationships.

6.0 DISCLOSURE OF OUTSIDE INTERESTS

- 6.1 All management (non-agreement) employees and temporary and independent contractors (as defined in the Independent Contractor Services Policy, P/I 7.13) must annually complete the Certificate of Compliance Form ("COC Form"). The COC Form requires employees and independent contractors to disclose certain relationships and non-Amtrak activities, including certain business activities and interests of their family members and other close relations.
- 6.2 Individuals required to complete the COC Form and/or the Clayton Antitrust Act Statement (see 6.4 below) must amend their disclosures promptly whenever changed circumstances warrant a supplemental disclosure.
- 6.3 The following examples are not exhaustive and only serve to illustrate the types of situations where a conflict of interest or appearance of a conflict could arise. The guidance provided in the examples does not replace the need to seek guidance from your management chain or the Ethics Officer.
- 6.3.1 Family Relationship Example: An employee in the Real Estate Department has a brother-in-law who wants to lease Amtrak-owned space to open a new coffee shop. Whether this is a conflict depends on the facts, such as whether employee's job responsibilities include negotiating retail leases or supervising other employees who do. It is essential that the Employee immediately disclose this relationship to their management chain and/or the Ethics Office, who can then ask questions and determine whether there is a conflict (or appearance of a conflict), and if so, provide guidance on how to eliminate or mitigate the conflict.
- 6.3.2 Other Personal Relationship Example: Employee's friend from college works for an Amtrak supplier who is bidding on a new contract opportunity. Employee is on the

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evaluation committee charged with selecting the supplier, but will not supervise the supplier's work. Whether this is a conflict depends on the facts, including the nature of the relationship and whether the friend has any connection to the performance of contract or a financial or personal stake in its success or failure. It is essential that the employee immediately disclose this personal relationship to their management chain and/or the Ethics Office, who can then ask questions and determine whether there is a conflict, or appearance of a conflict, and provide advice about how best to proceed.

6.3.3 Outside Activity Example: Employee has a side job working at a mechanical shop that repairs and restores rail cars. Whether this is a conflict depends on the facts, such as the precise nature of the employee's responsibilities at the shop, their role at Amtrak, whether there is any business relationship (or even a competitive relationship) between Amtrak and the shop, etc. Again, the most important thing is for the employee to disclose the outside activity and seek advice from their management chain and/or the Ethics Officer.

6.4 The EVP Human Resources and Corporate Ethics Officer are responsible for ensuring that all management (non- agreement) employees and independent contractors annually complete a COC Form and that corporate officers also complete a Clayton Antitrust Act Statement.

6.5 Additional Requirements for Officers and Directors:

6.5.1 Corporate officers and members of the Board of Directors must also complete the Clayton Antitrust Act Statement to disclose certain outside positions.

6.5.2 Corporate officers may not have a financial or employment relationship with another rail carrier. However, holding securities issued by a rail carrier will not by itself constitute a violation of this provision if the officer makes a complete disclosure of the holdings and does not participate in any decisions directly affecting the rail carrier.

7.0 GIFTS, BUSINESS COURTESIES & CONFERENCES

7.1 Unless approved in writing by the Corporate Ethics Officer, employees may not solicit or accept gifts from a person or entity that does or is seeking to do business with Amtrak, including:

7.1.1 Cash and gift cards that, like cash, can be used for a wide variety of goods and services, such as gift cards from Amazon, Target, or American Express;

7.1.2 Anything greater than \$50.00 in value per occurrence, or \$200 in aggregate value from any person or entity per calendar year. (E.g., accepting six \$40 meals during a year from a person doing business with Amtrak violates the policy because the aggregate value exceeds \$200.) These limits apply to meals, transportation, lodging, raffles or door prizes, etc. – anything greater than \$50 in value per occurrence or \$200 in the aggregate per year;

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- 7.1.3 Admission to entertainment events for which tickets are sold, such as concerts or sporting events, may never be accepted unless there is a business purpose more substantial than networking and meet-and-greet; and even where there is a substantial business purpose, employees may not accept such tickets if the value is greater than \$50 per occurrence or \$200 in the aggregate per year; or
- 7.1.4 Any other tangible or intangible benefit that creates an appearance of impropriety, conflict of interest, or distortion of business judgment.
- 7.1.5 If a proposed gift or other business courtesy presents special circumstances, including that receipt of it is or was unavoidable, promptly consult the corporate Ethics Officer.
- 7.2 Business conferences and other large business meetings: Employees may – if approved by a supervisor at the level of Vice President or higher – accept waiver of conference attendance fees and/or lodging in excess of dollar limits in Section 7.1 only if:
 - 7.2.1 the expense is in furtherance of the employee’s work for Amtrak; and
 - 7.2.2 the expense would otherwise be reimbursable by Amtrak as a business expense; and
 - 7.2.3 payment of the expense by the outside person or entity would not create an appearance of impropriety, conflict of interest or distortion of business judgment.
 - 7.2.4 Even if the requirements above are satisfied, the employee may be required to recuse from future RFPs or other business decisions involving the person or entity that paid for his/her meeting or conference expenses.

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7.3 Special Procurement Guidelines:

- 7.3.1 Regardless of the limits set forth above, employees in the Procurement Department shall not solicit or accept any gifts, services, entertainment, transportation, lodging, meals, business courtesies or anything else of value from a person or entity that either: (a) does business with Amtrak; (b) is seeking to do business with Amtrak; or (c) could reasonably be expected to seek to do business with Amtrak in the future.
- 7.3.2 Regardless of the limits set forth above, non-Procurement Department employees with decision-making authority over a particular RFP or solicitation shall not solicit or accept any gifts, services, entertainment, transportation, lodging, meals, business courtesies or anything else of value from a person or entity that is participating, or expected to participate in the future, in that RFP or solicitation.
- 7.3.3 This Policy does not prohibit any employee from accepting items of negligible value, such as pens, mouse pads, inexpensive phone chargers, and similar promotional items that are commonly distributed at business events.

7.4 Employees may not accept preferential terms on personal transactions with Amtrak vendors and contractors unless the same terms are openly offered to all employees.

7.5 Acceptance of a gift, business courtesy or anything else of value by a member of an employee's household or immediate family is considered the same as if the employee were the recipient.

8.0 CHARITABLE CONTRIBUTIONS BY AMTRAK; CHARITABLE FUNDRAISING AMONG AMTRAK EMPLOYEES

8.1 Charitable Contributions by Amtrak:

8.1.1 Amtrak P/I 4.6, *Charitable Contributions*, governs the nature and processes for considering, approving and executing any and all charitable contributions made on behalf of the company. Any employee interested in proposing such a contribution by the Company must proceed under that policy.

8.2 It is laudable to want to raise money for outside charities or for a co-worker in need, but doing so in a work setting is tricky ethically and can have unintended consequences. If an employee wants to solicit other employees to contribute to a charity or to raise money for a coworker in need, the following restrictions apply:

8.2.1 Employees may not use Amtrak email or other Amtrak systems or resources to solicit donations.

8.2.2 Employees may not solicit donations from subordinate employees.

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8.2.3 Employees may not post signs in the workplace that solicit donations.

8.2.4 Solicitations should not be made during working time.

9.0 CONTRACTOR CONFLICTS OF INTEREST

9.1 Employees must diligently investigate whether any prospective contractor would present an actual or potential conflict of interest. Any actual or potential conflict of interest must be raised to the appropriate Vice President (usually the VP Procurement), who will consider and resolve any such issue and may consult the corporate Ethics Officer.

9.2 Any employee who has reason to believe a current contractor has an actual or potential conflict of interest must report it immediately to the appropriate Vice President (usually the VP Procurement).

9.3 For purposes of contractors doing business with Amtrak, “conflict of interest” means that, because of the relationships, interests or other activities with other persons or entities, (1) the contractor is unable to render impartial assistance or advice to Amtrak; (2) the contractor’s objectivity to perform the services is or might otherwise be impaired; or (3) the contractor has, or attempts to create, an unfair competitive advantage.

9.4 Contractors performing services for Amtrak pursuant to written agreements valued at \$250,000 or more must certify in writing that they do not have a conflict of interest in performing services for Amtrak.

10.0 DEALING WITH GOVERNMENT ENTITIES

10.1 Employees involved in government business activities must adhere to all applicable government ethics regulations, rules and standards, which may impose stricter requirements than this Policy.

10.2 Any questions concerning transactions with government entities should be directed up through your management chain of command, up to and including your ELT member as needed. You may also contact the Corporate Ethics Officer directly.

10.3 Doing business with foreign (non-U.S.) entities can implicate additional legal compliance requirements, such as the Foreign Corrupt Practices Act and the Buy American Act, as well as security and special ethical concerns. Employees involved in business activities with foreign entities should consult the Law Department to ensure compliance with applicable laws and safe and secure practice.

11.0 SEPARATION OF NON-AMTRAK ACTIVITIES

11.1 Non-Amtrak activities must be kept separate from Amtrak work. Employees may not use Amtrak property, facilities or work time for non-Amtrak business purposes.

11.2 Employees shall not engage in any outside employment or activity that:

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- affects the objectivity and independence of their judgment or conduct in carrying out their duties and responsibilities to Amtrak;
- interferes with or distracts from the employee's ability to perform their Amtrak job responsibilities to the best of their abilities;
- is likely to embarrass or reflect discredit upon Amtrak;
- is likely to conflict, or be perceived as conflicting, with the interests of Amtrak;
- involves the use of confidential Amtrak information; or
- is in the interstate travel industry in any management capacity or in the railroad industry, unless the employee first gets written approval from his/her supervisor at the level of Vice President or above.

11.3 In their personal, social, outside business and/or political relationships or activities, employees must take care not to hold themselves out as representing Amtrak in any capacity.

12.0 DUTY TO REPORT POSSIBLE VIOLATIONS OF POLICY

12.1 All employees are responsible for compliance with this Policy. Any employee who believes that this Policy has been or is being violated must promptly inform their management chain. Employees are expected to escalate unresolved issues to their ELT member. Failure to so inform may subject the employee to discipline up to and including termination. Employees may also report violations directly to the Corporate Ethics Officer or to the Amtrak Help Line at 1-866-908-7231.

12.2 All matters involving allegations of fraud, waste, abuse, or misconduct that could affect Amtrak programs, operations or assets must be reported to the Office of Inspector General via the OIG Hotline (1-800-468-5469) or the OIG website (<https://amtrakoig.gov/report-allegation-fraud-waste-or-abuse>).

12.3 If you are unsure whether an issue should be reported to the OIG or to Amtrak management, make your best judgment and report it either to the OIG Hotline or the Amtrak Help Line.

13.0 RELATED RULES AND PROCEDURES

All employees of Amtrak should be aware of the following Amtrak Policy and Instruction documents that have a direct applicability and are an integral part of this Policy:

- Various Procurement policies and procedures, which may have more stringent rules for the Procurement context
- Amtrak's Code of Conduct and Standards of Behavior
- Employment of Relatives, P/I 7.6
- Independent Contractor Services, P/I 7.13
- Office of the Inspector General, P/I 2.1
- Confidentiality Policy, P/I 9.1
- Acceptable Use Policy, P/I 13.1

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