**SEKO Logistics**

**Anti-Bribery / Anti-Corruption Policy**

**General Policy:** SEKO Logistics (“SEKO”) conducts its business ethically and in compliance with all laws in the countries where SEKO does business, including all anti-corruption laws such as the U.S. Foreign Corrupt Practices Act of 1977, as amended and the UK Bribery Act, as amended (collectively, the “Anti-Corruption Laws”). “SEKO Representatives” means SEKO and includes SEKO’s subsidiaries, affiliated companies and their employees, officers, directors, managers, members, shareholders, agents, independent contractors and business partners. SEKO Representatives MAY NOT directly or indirectly give, offer, promise, make or facilitate the making of payments of anything of value (monetary or otherwise) to (a) any government official to induce that official to affect any government act or decision in a manner that will assist SEKO Representatives to obtain or retain business or any business advantage or violate the Anti-Corruption Laws, including, but not limited to, Facilitating Payments or (b) any employee, shareholder, officer, director, manager or agent of any other person for any improper purpose. In addition, SEKO Representatives MAY NOT accept any offer, promise or payment (monetary or otherwise) from any customer or SEKO Representative other than payments in the ordinary course of business for a proper purpose. SEKO Representatives are obligated to keep books, records, and accounts that accurately and fairly reflect all transactions and disposition of SEKO assets.

Some examples of conduct that may be construed as unethical or corrupt behavior include, but are not limited to:

(a) illegal conduct of SEKO Representatives;

(b) use of funds or property of SEKO for any illegal, improper or unethical purpose;

(c) fraud or theft of corporate property or embezzling funds, misappropriating funds, assets or corporate information;

(d) tampering with any accounting or audit-related records or documents of SEKO (in any format, including electronic records such as e-mails) or improperly destroying any accounting or audit-related records or documents;

(e) fraud or deliberate error in the recording and maintaining of SEKO’s financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or describing an expenditure for one purpose when, in fact, it is being made for something else); or

(f) any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of SEKO.

**Gifts and Entertainment**

SEKO recognizes that business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional company mementos, meals, tickets to sporting and other events may be appropriate in certain circumstances. However, if offers of gifts, entertainment, etc. are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or illicit payment. SEKO has developed this policy to help employees make the right decisions when providing or accepting gifts or entertainment, while conducting business on behalf of SEKO. This policy applies to all divisions of SEKO and SEKO Representatives worldwide.

The following are important rules and guidelines to follow regarding gifts, meals, and entertainment:

(i) SEKO Employees may only offer or accept gifts that do not exceed the value of $50 USD with a yearly maximum of $200 USD to or from the same Third-Party as long as the Third Party Representative is not a Government Official.

(ii) Never give or receive anything of value to influence a decision or to obtain special or preferential treatment. Gifts that are bribes, payoffs, or kickbacks (i.e., gifts given in order to obtain or retain business, or to secure an improper advantage) are never appropriate.

(iii) Cash or cash equivalents (such as gift cards, gift certificates, checks) are never acceptable business gifts. If at any given time a gift card/or cash is accepted, it could be considered as a bribe and could at the very least lend itself to the appearance that the employee’s business judgment may be affected.

(iv) Frequent gifts (such as meals, promotional items) to the same individual may be inappropriate.

(v) Be cognizant and aware of the customer’s Code of Conduct and potential policies on gifts as some organizations prohibit the receipt of gifts altogether. Many Codes of Conduct and corporate policies that deal with gift and hospitality acceptance contain a general prohibition against accepting any benefit that could lead to an actual or perceived conflict of interest. Violating our customer’s Codes of Conduct could jeopardize and harm business relationships.

(vi) Be aware that special rules apply in the federal contractor and public sector work. Government or Public Sector servants are not to accept any gifts, hospitality or other benefits that may have a real, apparent or potential influence on their objectivity in carrying out their official duties, or that may place them under obligation to the donor. A general rule of thumb in dealing with Government or Public Sector servants is that any gift must be minimal in value and bear the company logo (i.e., article of SEKO clothing, pin, marketing materials, etc.). In
addition, special care must be taken in entertaining Government Officials since, like receiving gifts, entertaining has the potential to be seen as a bribe.

(vii) Research local laws prior to giving or receiving any gift to ensure you are in full compliance and will not violate any local law. If you violate such law(s) you may be held liable in contempt of the law as well as fines associated with such. There is also the possibility you may lose the business/service of such client/customer.

(viii) Use common sense and good judgment in determining the value of any gifts/entertainment you are giving or receiving while conducting company business.

(ix) Any entertainment should not be extravagant or lavish and should be done in good taste and occur at an appropriate business venue. Entertainment should not be at a venue that would be embarrassing to SEKO if disclosed publicly.

SEKO Representatives are obligated to keep books, records, and accounts that accurately and fairly reflect all transactions and disposition of SEKO assets, gifts, and entertainment expenses.

**Complaints:** In the event that you believe that a SEKO Representative’s business conduct or practices is in violation of this Policy, you have an obligation to do the following:

Step 1: You may request a joint meeting (virtual, conference call or face/face) with the Director of Global Compliance and/or Chief Compliance Officer. You may be asked to put your complaint or question in writing. Contact Compliance@sekologistics.com to reach the Director of Global Compliance and/or Chief Compliance Officer.

Step 2: If the Director of Global Compliance and/or Chief Compliance Officer is involved with the complaint or you are not satisfied with the resolution provided, you may request a joint meeting with the SEKO Chief Executive Officer or the Chief Legal Officer. The current Chief Executive Officer is James T. Gagne, 1501 East Woodfield Road, Suite 210E, Schaumburg, IL 60173 USA, james.gagne@sekologistics.com. The Chief Legal Officer is Char Dalton, 1501 East Woodfield Road, Suite 210E, Schaumburg, IL 60173 USA, char.dalton@sekologistics.com.

You may also report a complaint through SEKO’s Anonymous Hotline. Please see the [SEKO Logistics Anonymous Hotline Policy](https://www.sekologistics.com/media/2050/seko-anonymous-hotline-policy_v1_201607.pdf) for methods of reporting a confidential complaint.

SEKO will protect the confidentiality of the allegations to the extent possible and appropriate under the circumstances. If you feel uncomfortable making a complaint under your name, you may make the complaint anonymously. SEKO will actively investigate all complaints under this Policy, and if it is determined that a violation has occurred, SEKO will take appropriate disciplinary action against the offending party, up to and including discharge of the employee or termination of the agreement with such SEKO Representative. SEKO will not take or permit retaliation against any person who has complained about corruption or Anti-Corruption Laws violations, or who otherwise participated in an investigation of such complaints.

Any SEKO Representative who receives a complaint from a member of the public should advise the person to report his or her complaint directly to the Director of Global Compliance.

SEKO will not pay any fines, penalties or legal expenses assessed against a SEKO Representative who is found guilty of violating any Anti-Corruption Laws.

**Definitions:** The following definitions are essential to understanding the scope of the Anti-Bribery / Anti-Corruption Policy:

a. “Anything of value” includes not only cash and cash equivalents, but also gifts, entertainment, travel expenses, accommodations, and anything else of tangible or intangible value.

b. “Books and Records” SEKO has adopted a system of internal accounting and operating controls and procedures that must be strictly adhered to by all SEKO Representatives in providing financial and business transaction information to and within the SEKO network so that all underlying transactions are properly documented, recorded, and reported.

c. “Facilitating Payment” is a payment, in cash or in kind, given to a government employee to expedite or secure the performance of a routine governmental action.

d. “Government Official(s)” means any government official (including employees of government-owned and government-controlled companies, and employees of public international organizations), political party, party official or candidate, and anyone working in an official capacity for or on behalf of a government, government-owned or government-controlled company, public international organization or political party. Some examples of Government Officials include: employees of national oil or other state-owned companies, members of royal families, members of the military, employees of state-owned universities, employees of the World Bank, the United Nations, the European Union, the Monetary Fund, and immigration and customs officials. Government Officials include all levels and all ranks of government officials, whether federal, state, provincial, county, municipal or other level.

e. “Give, offer or promise” includes direct and indirect payments, gifts, offers, or promises. Even if the improper payment is not consummated or successful in its objective, merely offering it violates the Anti-Bribery / Anti-Corruption Policy.

f. “Instructing, authorizing, or allowing” a third party to make a prohibited payment on SEKO’s behalf constitutes a violation of the Anti-Bribery / Anti-Corruption Policy. This includes ratifying a payment after the fact, or making a payment to a third party knowing or having reason to know that it will likely be given to a Government Official.

g. “Obtaining or retaining business or securing an improper advantage” includes but is not limited to preferential treatment in a bid, a reduction in taxes or customs duties, a favorable change in regulations, tolerance of non-compliance with local rules, or other favors or preferential treatment. The business to be obtained or retained or the improper advantage does not involve a contract with a government or government instrumentality.

h. “SEKO Representatives” means SEKO and includes SEKO’s subsidiaries, affiliated companies and their employees, officers, directors, managers, members, shareholders agents, independent contractors and business partners.

**Anti-Bribery / Anti-Corruption Compliance Program**

1. Purpose of Program: SEKO conducts its business in compliance with all laws in the countries where SEKO does business, including all anti-corruption laws such as the U.S. Foreign Corrupt Practice Act of 1977, as amended and the UK Bribery Act, as amended (“Anti-Corruption Laws”). SEKO’s Chief Compliance Officer is charged with managing the compliance program (“Compliance Program”). The Compliance Program encompasses education and training, reporting mechanisms, internal controls, and policies and procedures. The Compliance Program is designed to help ensure compliance with Anti-Corruption Laws and to detect and deter violations of Anti-Corruption Laws. If you have any questions about this Policy or the Compliance Program, please contact the Director of Global Compliance and/or Chief Compliance Officer.

2. Responsible Parties.

a. Chief Compliance Officer: James T. Gagne, President;

b. Char Dalton, Chief Legal Officer; and

c. Director of Global Compliance and/or Chief Compliance Officer

3. Training Program.

a. Web training in SEKO’s Learning Management System (LMS) for all employees globally, required annually. This includes all corporate employees, the executive team, all employees of Strategic Partners stations, and all employees of SEKO owned stations and subsidiaries.

b. All vendors and agents are required to watch SEKO’s Anti-Bribery / Anti-Corruption training video and acknowledge it in the New Agent or New Vendor Form.

c. The Anti-Corruption and Foreign Corrupt Practices Act Policy is translated into multiple languages and available on SEKO’s external website.

d. SEKO Employee Handbook. A copy of the Anti-Bribery / Anti-Corruption Policy is distributed to and acknowledged by all SEKO employees as part of the SEKO employee handbook.

e. SEKO Strategic Partner stations and their employees are required to follow the Anti-Bribery / Anti-Corruption Policy. It is referenced in the Operations Manual as part of the SEKO Compliance Manual, which is provided to all SEKO stations through the SEKO intranet site. All employees of Strategic partner stations are required to take the web training on Anti-Bribery / Anti-Corruption in SEKO’s LMS.

f. Anti-Bribery / Anti-Corruption is also included in SEKO’s Code of Conduct and Ethics Policy, which is included in the employee handbook and is available on the SEKO external website.

4. Vetting Program for Third Parties

a. Agents, carriers, and vendors are vetted by Compliance. When the third party submits the vetting form, they are required to acknowledge viewing the SEKO FCPA training video. Any third party that refuses to acknowledge the FCPA training video will not be approved to work with SEKO.

i. Large, well-established carriers are not required to submit SEKO’s vetting form as long as they provide their own anti-bribery / anti-corruption policy either through their public website or directly to SEKO.

b. The vetting process includes a background check that looks for any adverse information related to bribery and corruption. Any flags are reviewed by Compliance to determine if the third party will be approved to work with SEKO. Examples of flags that will result in denial include current or past enforcement action on bribery and corruption in the last five years and current or past enforcement action on import/export violations, depending on the seriousness of the violation.

c. An Anti-Bribery / Anti-Corruption questionnaire is sent to the third parties to complete. Any flags are reviewed by Compliance.

i. If an agent is majority owned by a government entity, Compliance will deny the request to work with the agent. While it is common for a carrier to be owned by a government entity, carriers do not represent SEKO to government agencies. Because agents frequently represent SEKO in dealing with customs and tax authorities, SEKO does not work with agents that are majority owned by a government entity due to the increased risk of bribery and corruption.

ii. If the third party lacks appropriate controls for bribery and corruption, Compliance may require that they implement an anti-bribery / anti-corruption policy (with SEKO’s policy provided as an example), or verify that anti-bribery / anti-corruption language is included in the agreement or contract.

5. Agent Agreement Requirements.

a. New and Existing Agreements require clauses on Anti-Bribery / Anti-Corruption, Compliance with Law, and Audit Rights.

i. Certification of Compliance with Anti-Bribery / Anti-Corruption Policy.

ii. Require compliance with all laws: “Compliance with Law. Each party shall be solely responsible for determining the applicability of, and compliance with, any and all present and future international, national, state and local laws, orders, codes, regulations and ordinances. In no event shall SEKO New Agent provide any freight forwarding or other logistics services (direct or indirect) to locations in U.S. sanctioned/embargoed countries including, but not limited to, Cuba, Iran, North Korea, and Syria.”

iii. Audit Rights. “Books and Records. SEKO New Agent shall maintain at SEKO New Agent’s principal headquarters complete books and records of SEKO New Agent’s business, which shall be maintained in accordance with the generally accepted accounting principles of the relevant jurisdiction. SEKO shall have the right at any time during regular business hours, and with 48 hours prior notice, to conduct an inspection of SEKO New Agent’s facilities and SEKO New Agent’s books and records as they relate to this Agreement and SEKO New Agent’s obligations herein. Upon SEKO’s request, SEKO New Agent shall: (a) promptly deliver to SEKO a copy of SEKO New Agent’s current financial balance sheet, income statement, cash flow statement and financial documents (which shall be prepared by an independent certified public accountant) or the equivalent in the country of New Country and (b) cause SEKO New Agent’s accountant to consult with SEKO with respect to the information contained in SEKO New Agent’s books and records. The expense of any such consultation shall be the responsibility of SEKO.”

6. Vendor Agreements

a. All vendor agreements require compliance with Anti-Bribery / Anti-Corruption.

7. Strategic Partner Agreements

a. Strategic Partner Agreements require adherence to SEKO Global Policies, of which the Anti-Bribery / Anti-Corruption Policy is a part.

8. Audits and Reviews. Compliance and/or Legal may initiate an audit of a SEKO location, Partner, vendor, carrier or agent on an as needed basis. Potential reasons for an audit include:

a. Dealings in nations which have a reputation for corruption.

b. Unusual requests for payment or funding (e.g. requests for payments in cash or payments to bank accounts in countries other than where the transaction is taking place).

c. Rumors of “silent partners.”

d. Comments or actions that imply bribery is necessary for performance of a contract.

e. Following an acquisition, to ensure compliance with SEKO’s policies.

9. Disciplinary Action.

SEKO Legal and Compliance will determine the appropriate action in an investigation regarding potential violation of the Anti-Bribery / Anti-Corruption Policy or any alleged misconduct that falls within the purview of the principles set forth herein. Violations of SEKO’s Anti-Bribery / Anti-Corruption Policy, or of its other policies and procedures that are aligned with this Anti-Bribery / Anti-Corruption Policy, will be grounds for disciplinary action up to and including termination, or in the case of a Partner, vendor, carrier or Agent, the contract or agreement with SEKO may be terminated or suspended. All Employees, Partners, vendors, carriers and Agents will be held to the same standard of conduct described herein.