

The Suddath Companies

# Code of Business Conduct & Ethics

---





Since our founding in 1919, the success of The Suddath Companies has been based on determination, hard work, a healthy mix of individuality and teamwork, a winning spirit and an unwavering commitment to honesty and integrity in everything we do. What we do matters. It matters each and every day to individuals, families and businesses across the world who are in some form of transition and choose Suddath as a way of reaching opportunity.

Today's business environment is complex, and our own industry has seen many changes in recent years. Throughout these transitions, one core Suddath belief has remained constant: maintaining our good name rests on each individual taking personal responsibility for their conduct.

Suddath has experienced significant expansion in the last decade. With growth and success comes a higher level of responsibility to do the right thing. From the inside out, our goal is to equip you with the values we are committed to as an organization, and the tools you need to fulfill your important role on our team.

A key step in meeting our day-to-day ethics and compliance responsibilities is to be mindful of our commitments to each other, our customers, our business partners and the communities where we work and live. This Code of Business Conduct and Ethics

provides information about our responsibilities, including compliance with the law and the application of our good judgment each and every day. As a member of the Suddath team, we encourage you to make an individual impact through personal standards of excellence, demonstrating our values and honoring the Code.

This Code isn't exhaustive and won't answer all of your questions or address every situation, which is why we have established resources to answer questions and follow up when problems occur. If you are unsure of what to do in a particular circumstance or concerned that the Code, our policies or regulations are being broken, you have a responsibility to speak up. A problem can't be resolved unless it has first been identified.

As a forward-thinker in global transportation, logistics and relocation management, we constantly seek out new ways to make a positive contribution to the economy, community and environment through our core business activities, social investment and philanthropic programs.

I believe the quality of our people and our commitment to our values: Integrity, Trust, Innovation, Commitment and Teamwork, will drive our continued success. I also know that we are stronger together. When we all work in line with our values and this Code, and we all work toward the same goal, there's nothing that can get in the way of our best future.

Always remember, integrity matters.

**Michael J. Brannigan**  
Chief Executive Officer

# Table of Contents

<b>Our Values</b>	4	<b>We Respect One Another</b>	12
		Harassment-free Workplace	13
<b>Our Code</b>	5	Equal Employment and Diversity	14
		Drugs and Alcohol	14
<b>Our Responsibilities</b>	6	Health and Safety	15
Employee Responsibilities	7	Employee Information	16
Additional Responsibilities of Leadership	7		
Compliance Officer	8	<b>We Avoid Conflicts of Interest</b>	17
		Friends and Family Relationships	18
<b>Open Door Policy</b>	9	Outside Business Interests	18
Ethical Decisions – Think First, Act Later	10	Personal Investments	18
Reporting Concerns	10	Corporate Opportunities	19
Investigations	11	Friends and Relatives	19
Retaliation – Zero Tolerance	11	Outside Employment	19
Accountability and Discipline	11	Gifts, Gratuities and Business Courtesies	20
Waivers	11		

<b>We Protect What Is Ours</b>	22	<b>We Are Responsible Corporate Citizens</b>	34
Interacting with the Public	23	Giving and Volunteering in Our Communities	35
Company Assets	24	Human Rights	36
Use of Computer Resources	25	Political Involvement and Contributions	36
Social Media	26	The Environment	37
Confidential and Proprietary Information	26		
Intellectual Property	26	<b>Reminders and Contact Information</b>	38
Accurate Business Records and Reports	27		
Records Management	27		
<b>We Compete with Integrity</b>	28		
Antitrust/Competition	29		
Bribery	31		
Insider Trading	32		
Money Laundering	32		
Trade Controls	32		
Third Party Protected Information	33		

## Our Values

**Integrity**

We do the right thing.

**Trust**

We fulfill our promises.

**Innovation**

We're always reinventing.

**Commitment**

We're personally invested.

**Teamwork**

We win together.

## Our Code

### Why does it matter?

Our Code of Business Conduct and Ethics (“Code”) isn’t about what you can do for us—it’s about how we can work together toward a common goal. Suddath is driven by people. Employees, vendors, customers—even competitors—make us who we are and support our success. In order to be our best, we know that treating people fairly and honestly is the only way to move forward. We don’t bend rules or try to pull one over. It’s about creating a healthy culture that honors teamwork and people above profit, but still delivers a level of excellence that’s absolutely essential for a global company on the move. When we can all capture these attributes and conduct ourselves in this manner, we will create lasting relationships and rise above the competition.



### What does it include?

Beyond simply complying with the law, we aim to do what’s right; every day, all the time.

Our Code covers a wide range of business practices and procedures that will guide you on how to act in certain situations and the proper protocol to follow while on the job. It’s not an exhaustive list that’s meant to cover every possible situation, but rather a resource that covers a breadth of examples and will point you in the right direction if you have any questions.

Backed by policies and regulations that are available to you in a variety of easy-to-access formats, our Code and our policies apply to all employees, officers, Board members and, where applicable, to contractors, agents and anyone else acting on our Company’s behalf.

We expect our business partners to follow the spirit of our Code, as well as any applicable contractual provisions, when working on our behalf. If an external partner doesn’t comply with our ethics and compliance expectations, it may result in the termination of their contract.

During any decision-making process, please keep our Code, our Values and our policies in mind. Throughout our Code, the term “Company” refers to The Suddath Companies and all of its subsidiaries.

# Our Responsibilities

---

## Employee Responsibilities

---

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities in an ethical manner is what enables us to succeed and grow today—and in the future.

- Know our Code, as well as the Employee Handbook, policies and procedures, paying particular attention to the topics pertaining to your job responsibilities.
- Always act in a professional, honest and ethical manner when acting on behalf of our Company.
- Complete all required employee training in a timely manner and remain up-to-date on standards and expectations.
- Promptly report concerns about possible violations of our Code, policies or the law.
- Cooperate and tell the whole truth when responding to an investigation or audit and never alter or destroy records in response to an investigation or when an investigation is anticipated.
- Complete our annual Code certification.

### Additional Responsibilities of Leadership

If you are in a leadership position, you are also expected to meet the following additional responsibilities:

- Lead by example.
- Help create a work environment that focuses on building relationships, recognizing effort and valuing mutual respect and open communication.
- Be a resource for employees. Communicate to employees about how our Code and policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
- Create an environment where everyone feels comfortable asking questions about and reporting potential violations of our Code and policies.
- Never ask another person or pressure anyone to do something that you would be prohibited from doing yourself.

## Compliance Officer

---

Our Company is committed to conducting business in an ethical manner and providing a system to help employees to do the right thing. Our Values and our Code define what is expected of us and are reinforced through our Company's Compliance Program. In addition to implementing our Code, our Company has designated a Compliance Officer who is responsible for promoting, monitoring and enforcing our Code and our Compliance Program. Our Compliance Officer works with business leaders to develop training, investigate reports and resolve concerns.

Our Compliance Officer may be reached at:

[compliance@suddath.com](mailto:compliance@suddath.com)

+1 (904) 390-7120

# Open Door Policy

---

Our Company has an open door policy to foster an ethical culture where employees feel empowered and safe in communicating concerns, asking for guidance and are not fearful of retaliation. Our open door culture exists because we encourage our employees to act on our Values—even when no one is looking.

#### **Ethical Decisions—Think First, Act Later**

Sometimes you may not be sure how to handle a specific situation. If you are faced with a difficult decision, ask yourself the following questions:

- Do I have all of the facts?
- Is it legal?
- How would it look if it appeared in the media?
- Does it comply with our Code of Business Conduct and Ethics and Company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I be comfortable describing my decision at a team or Company meeting?
- Does my behavior demonstrate ethical conduct and leadership to my co-workers?

If you are still unsure about the proper course of action, seek guidance from your supervisor or other members of management, Human Resources, our Compliance Officer, the Compliance Helpline or Legal. If it is worth doing, it is worth doing it right.

#### **Reporting Concerns**

Trust and integrity are Company Values. If you have a good faith concern about a violation of law, Company policy or our Code, our Values dictate that you have an obligation to report it. A “good faith” report means that an employee has provided all of the information they have and which they believe to be true. Reporting concerns is a protected behavior—accepted and expected. Failure to report a known or suspected violation is in itself a violation of our Code. We understand that it takes courage to report a concern, and that employees will only speak up if they trust that doing so will make a difference. Our Company understands this and is committed to taking corrective action where appropriate. Employees should first bring their concern or problem to the attention of their immediate supervisor. However, if a complaint involves the immediate supervisor, employees may escalate the concern to the next higher level of management, Human Resources, our Compliance Officer, our Compliance Helpline or Legal.

In addition, you may report a concern through the Compliance Helpline 24 hours a day, seven days a week. Except where prohibited by law, you may remain anonymous when reporting a concern. The Compliance Helpline is staffed by a third-party company and can take reports in most languages. There are no tracking mechanisms such as caller ID or email identifiers. The Compliance Helpline is available to our employees, customers, suppliers, vendors, or anyone who has information about a potential or suspected violation of our Code.

## Investigations

All reported concerns will be promptly investigated. Confidentiality will be maintained except as needed to conduct a full and fair investigation or as required by law. Employees are required to cooperate with internal and external investigations or inquiries. When responding to an investigation or audit, always tell the whole truth and never conceal, alter or destroy records.

## Retaliation—Zero Tolerance

We will not retaliate or take adverse action against an employee for reporting good faith concerns about actual or potential misconduct or for participating in an investigation. We understand that retaliation can take many forms—blatant or subtle, indirect or direct—none of which will be tolerated. Anyone found to have retaliated will face disciplinary action, up to and including termination. If you believe that you have experienced retaliation, contact your supervisor, Human Resources, our Compliance Officer, our Compliance Helpline or Legal. Do not handle the matter yourself.

## Accountability and Discipline

Violating relevant laws, regulations, Company policies or our Code, or encouraging others to do so, exposes our Company to liability and puts our Company's reputation at risk. Violations may result in discipline, up to and including termination. In some cases, violations may also result in legal proceedings and penalties, including criminal prosecution.

## Waivers

Our Code will be reviewed and updated periodically. In extremely limited circumstances, our Company may find it appropriate to waive a provision of our Code. All such waivers must be specifically approved by the Board of Directors and will be disclosed to the full extent required by law.

## Frequently Asked Questions

---

**What if my supervisor asks me to do something that violates our Code or other Company policy? I am afraid that my supervisor might make things difficult for me if I report the problem.**

If you are not comfortable discussing the issue with your supervisor, you should contact the next level of management, Human Resources, our Compliance Officer, the Compliance Helpline or Legal. Retaliation will not be tolerated.

**We Respect  
One Another**

---

## Harassment-free Workplace

---

Our Company provides a work environment free of harassment in any form. We prohibit bullying and the use of threats, intimidation, retaliation or acts of violence against employees, customers, contractors and vendors. We do not tolerate harassment of any kind, including verbal, physical or sexual harassment. Some examples of inappropriate conduct include:

- Jokes, insults or threats about: race, color, gender (including pregnancy, child birth or related medical conditions), religion, national origin, citizenship, age, disability, marital or veteran status, sexual orientation, HIV status, genetic information or any other legally protected categories.
- Unwelcome sexual advances, requests for sexual favors and other unwelcome verbal or physical conduct of a sexual nature or the display of sexually suggestive objects or pictures.
- Verbal or physical conduct that creates a fearful or hostile work environment.
- Our non-harassment policies cover not only employees, but also our customers, contractors and vendors. If you feel that you have been subjected to harassment, discrimination or retaliation, you should report your concern to your supervisor, Human Resources, our Compliance Officer, our Compliance Helpline or Legal. Complaints will be promptly and thoroughly investigated.

## Frequently Asked Questions

---

**What if the person harassing me is my supervisor? I am afraid that if I complain I could lose my job.**

Our Company does not tolerate harassment or retaliation. You should contact the next level of management, Human Resources, our Compliance Officer, our Compliance Helpline or Legal immediately and report your concern.

*Policy References: Sexual Harassment Policy, Diversity Policy, EEO Policy*

## Equal Employment and Diversity

We respect diversity in thought, practice and culture. We accomplish more when we include people with diverse backgrounds, talents and ideas working in an environment where everyone can contribute and fully utilize their talents in the spirit of teamwork.

Employment, recruitment, hiring and placement, compensation, benefits, training and termination at our Company are based upon an individual's skills, knowledge and abilities, regardless of age, race, color, national origin, gender (including pregnancy, childbirth or related medical conditions), sexual orientation, religion, disability, HIV status, veteran status, genetic information or any other status protected by law. Our Company provides reasonable accommodation for employees' disabilities or religious beliefs and practices. We comply with all applicable employment laws and regulations in the various states and countries in which we do business.

## Frequently Asked Questions

### **What if I believe that I was passed up for a promotion because of my age? What should I do?**

Our Company policy requires that employment decisions be based on skills, knowledge and ability. If you believe that you were treated unfairly, contact Human Resources, our Compliance Officer, our Compliance Helpline or Legal to report your concern.

*Policy References: EEO Policy, Diversity Policy*

## Drugs and Alcohol

As part of our commitment to providing a safe work environment for our employees and customers, our Company provides a substance-free environment. Substance abuse, whether of alcohol or drugs, including prescription drugs, poses a serious threat to our overall safety and health by creating dangerous working conditions.

Simply put, substance abuse is dangerous. It will always impair performance and keep us from achieving excellence, and it may also be illegal. It is never acceptable.

## Frequently Asked Questions

### **I noticed that one of my coworkers was slurring their speech and I could smell the odor of alcohol on them. I don't want to get them in trouble. Do I have to report this?**

Absolutely. Not only is it a violation of our Company policy to be under the influence of alcohol, but it is a safety concern both for them and their co-workers. You should notify your supervisor immediately or call Human Resources.

*Policy References: Drug and Alcohol Policy*

## Health and Safety

---

We foster an environment of safety, respect and professionalism. We comply with all applicable safety, health and security policies and procedures. We prohibit bullying and the use of threats, intimidation, retaliation or acts of violence against employees. Our zero-tolerance policy for workplace violence extends to employees engaged in Company business anywhere in the world. Our Company also prohibits the possession of weapons in the workplace, including Company parking lots, except where permitted by law. You should be familiar with and follow all safety guidelines and report any unsafe conditions or accidents.

## Frequently Asked Questions

---

**I saw a co-worker operate a forklift in an unsafe manner. I reminded them that they could get hurt or cause property damage, but they told me to mind my own business. What should I do?**

Report the unsafe behavior to your supervisor, Human Resources, our Compliance Officer, our Compliance Helpline or Legal.

**I'm new to the company. Two of my co-workers frequently yell at each other and threaten one another. I mentioned this to another person in the department, and he said, "Oh, that's just how they get along with each other. It's no big deal." I'm still uncomfortable with the situation, but should I just ignore it?**

No. Any threat should be taken seriously. This pattern of behavior is unprofessional and interferes with others' ability to perform their jobs with a reasonable expectation of a safe work environment. Report the unsafe behavior to your supervisor, Human Resources, our Compliance Officer, our Compliance Helpline or Legal.

*Policy References: Health, Safety, Environmental and Sustainability Policy*

## Employee Information

---

We comply with all applicable privacy and data protection laws with regard to our employees and applicants. Our Company is committed to protecting this information, so you should only obtain, access and use personal information for legitimate business purposes and if you have a legitimate “need to know” in order to perform your job duty. Personal data includes social security information, medical data, contact information, email addresses, pictures, etc., if such data can be linked to an identifiable person.

*Policy References: Confidentiality and Privacy Policy; HIPAA Policy*



# We Avoid Conflicts of Interest

---

It is important to avoid situations that create a conflict of interest or even the appearance of one. A conflict of interest occurs when your personal interests interfere (or appear to interfere) with our Company's interests as a whole. You may not use Company information, property or your position at our Company for your personal gain.

#### Friend and Family Relationships

It is a conflict of interest for you to have a vertical reporting relationship with any member of your immediate or extended family or others with whom you have a significant relationship. Exceptions may be made for seasonal staffing. If you have a question about whether a situation is or may potentially be a conflict of interest, you should discuss it with your supervisor, Human Resources, our Compliance Officer or our Compliance Helpline.

## Frequently Asked Questions

**I am a Department Manager and have an opening in my department. The position does not report to me directly, but to a supervisor who reports to me. I think my son's fiancé would be a great fit for the position. Can I hire her?**

No. Since the candidate is in a significant relationship and will soon become a family member, it would be a conflict of interest for her to work in your department. However, she may submit her resume for open positions in other departments.

#### Outside Business Interests

We count on your good judgment and ability to make decisions that are in the best interest of our Company. You should not use Company assets or information that you have gained through your position in our Company to advance any outside business or personal endeavors with anyone. Owning a significant interest in any business that competes with or seeks to do business with our Company is a conflict of interest and violates our Values of trust and integrity.

#### Personal Investments

You should not have substantial investment in, or obligation to, one of our Company's customers, suppliers or competitors unless the security is publicly traded on a national exchange and there is no possibility for a conflict. "Substantial" is hard to define, but as a rule of thumb, it means that your investment should not be big enough for someone to reasonably think that you would do something at our Company's expense to help your investment.

### **Corporate Opportunities**

If you learn about a business opportunity because of your job, it belongs to our Company first. Employees may not take for themselves, or direct to any family member or friend, opportunities that are discovered on the job.

### **Friends and Relatives**

On occasion, it is possible that you may find yourself in a situation where you have a close friend or relative who works for a customer, supplier, competitor, etc. Since it is impossible to anticipate all situations that may create a potential conflict, you must disclose your situation to your manager to determine if any precautions need to be taken. At all times, you must avoid recommending or using your position to influence the use of a supplier if you or a member of your immediate family would receive personal benefits as a result of your recommendation.

### **Outside Employment**

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your manager. If approved, you must ensure that this outside activity does not interfere or detract from your work or would subject our Company to embarrassment. Also, any approved side or personal business must not compete or do any business with our Company.

When a potential conflict arises, ask yourself the following questions:

*Did I learn of the business opportunity through my employment with our Company?*

*Is this business opportunity something our Company management would be interested in?*

*Is this business opportunity something that will dilute my loyalty to our Company?*

If the answer to any of the questions is “yes,” a conflict of interest exists. If you become aware of a conflict or a potential conflict of interest, you should disclose it to your supervisor immediately. Your supervisor will then consult with Human Resources, our Compliance Officer and Legal to determine whether a conflict of interest exists and what should be done to resolve it. Disclosure is mandatory and failing to disclose such conflict is a violation of our Code.

## Gifts, Gratuities and Business Courtesies

---

We succeed in business because of the quality of our employees and our services. We compete fairly and openly, never behaving in a way that would tarnish or undermine our reputation. We neither give nor accept business courtesies that could be seen as improperly influencing business decisions.

In the right circumstances, a modest holiday gift may be a thoughtful “thank you,” or a meal may be an appropriate setting for a business discussion which strengthens a professional relationship. However, if not handled carefully, the exchange of gifts and entertainment can look like a conflict of interest, especially if it happens frequently or if the value is large enough that someone could reasonably think it is influencing a business decision.

When it comes to gifts and entertainment, our position is clear— You may neither give nor accept:

- Cash or equivalent, including gift cards;
- Something that could be construed as a bribe or a payoff;
- Anything that violates any law or would embarrass the Company if it were publicly disclosed; or
- Anything that violates the company policy of any of our clients, vendors or prospects.

Extra care and caution needs to be taken when dealing with government officials. No gifts or other benefits, including entertainment, can be offered to government officials without the prior approval of our Compliance Officer or Legal.

Any request made by a government official for an improper payment or any action taken or threatened by such a government official with the intent of obtaining an improper payment must be reported immediately to our Compliance Officer or Legal.

If you have any doubts about a conflict of interest, you should discuss the situation with Human Resources, our Compliance Officer or Legal.

*For further guidance, refer to our Company Conflict of Interest Policy.*

## Frequently Asked Questions

---

**I was invited to a meal with a supplier. The supplier ordered many appetizers, desserts and other items that made the meal much more expensive than I would ever have expected. I did not know how to handle the situation at the time, but I was very uncomfortable. What should I do?**

You should thank the supplier for the meal and explain that our Company has a business courtesies policy that prohibits accepting lavish meals and offer to pay for your portion. Future invitations will have to be in line with our policy. You should let your supervisor know what happened and what you have communicated to the supplier.

**I have a customer who loves to play golf so I periodically take him to a local course for a round of golf and a meal afterwards. He recently told me that his company has implemented a new policy that does not allow him to accept any sort of free entertainment, food or gratuity, but hinted that he still expected for me to pick up the tab for a round of golf and a meal and that we would just keep the matter a secret. How should I handle this?**

Since his company has a policy prohibiting gifts and entertainment, you must stop paying for his golf and meals or giving him other items of value. You should explain that integrity is one of our Values, so we are required to honor his company's policy.

*Policy References: Conflict of Interest Policy*



**We Protect  
What Is Ours**

---

## Interacting with the Public

---

Our Company needs a consistent voice when making disclosures or providing information. It is important that only authorized persons speak on behalf of our Company. We must maintain the highest standards of ethics, objectivity and transparency. We are committed to honest, professional and legal communications to outside entities such as business partners and the public.

- Never speak publicly on behalf of our Company unless specifically authorized by our Company's Corporate Communications Department, or if required by law.
- Inquiries about our activities, sales or financial results, or strategic plan must be referred to the Marketing and Communications Department.
- Never give the impression that you are speaking on behalf of our Company in any personal communication.



## Company Assets

---

We count on you to use Company assets responsibly and for our Company's benefit rather than personal gain. Company assets include computers, Company information and communication systems, data, cash and other financial assets, buildings, tools, equipment, vehicles, logos, service marks and office supplies. Theft, carelessness and waste have a direct impact on our Company's productivity and profitability. Protecting company assets from loss, damage, theft or misuse is everyone's responsibility.

## Frequently Asked Questions

---

**Is it okay if I use our Company's copy machine to make a copy of a personal document such as my child's report card?**

Occasional and limited use of our Company's equipment for personal use is okay if a significant cost is not assumed by our Company and it does not interfere with your job duties.

**I have a side business making wedding cakes on the weekends. Can I take phone calls from my customers and order supplies using the Company's equipment?**

No. Use of our Company's equipment for personal profit is not permitted. Also, even when using your personal cell phone, you should only take phone calls for your personal business while at lunch or on your break.

*Policy References: Confidentiality and Privacy Policy; Conflict of Interest Policy*

## Use of Computer Resources

---

Our Company provides computer resources, including email and internet access, to help you do your job. While limited and occasional personal use is acceptable, do not let it interfere with your job duties or impact the performance of our Company's network.

Never use our Company's computer resources for any illegal purpose (e.g. downloading or sending copyrighted material such as movies, books, music, etc.) or to access or send graphic, violent, sexually or racially offensive materials, or anything that might be considered harassment.

Remember, all software and data that reside on Company equipment are the sole property of our Company. You have no expectation of privacy while using Company equipment (even if you are using a private email account), and our Company reserves the right at any time to monitor and review your use of Company equipment.

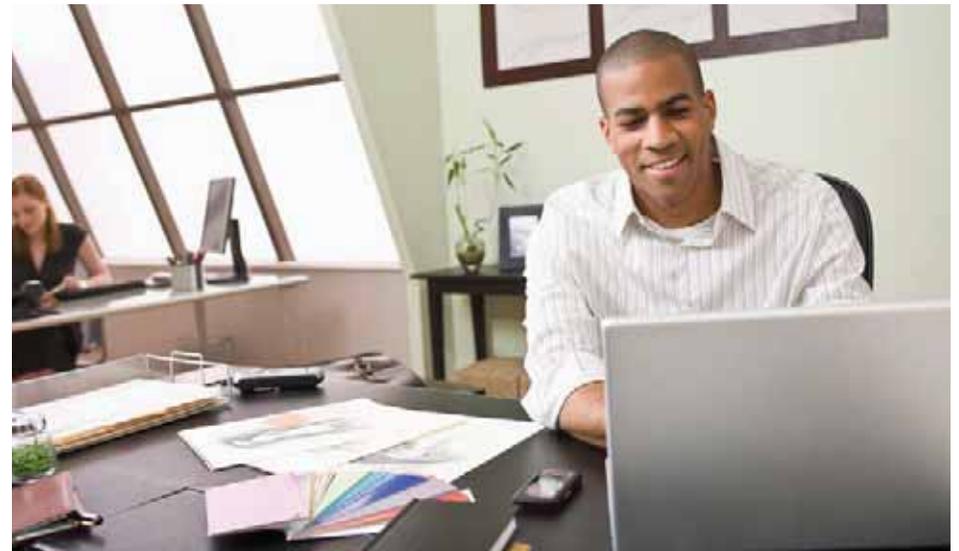
## Frequently Asked Questions

---

**Can I email a personal message or joke while I am on my lunch hour?**

Occasionally sending a personal message is permissible, as long as your email does not slow down our Company's network and the content does not violate our Code. Not everyone has a similar sense of humor; use care that the joke does not violate our Code.

*Policy References: Confidentiality and Privacy Policy*



## Social Media

The use of social media has grown significantly in recent times. If used appropriately, social networking websites may be new channels for sharing information regarding our products and services. However, if not done properly, use of the websites may expose you and our Company to additional risk.

Never post information about or discuss confidential Company information or personal information about employees, customers or business partners. If you are not sure whether a posting is appropriate or if you see anything posted on a social networking website that may include misinformation or a service complaint, contact the Marketing and Corporate Communications Department.

## Confidential and Proprietary Information

Our Company's records and information regarding its business operations and customers are confidential, and you are required to protect and maintain that confidentiality, even after your employment with our Company ends. Use confidential or proprietary information only as required to perform your job duties. Confidential and proprietary information includes, but is not limited to, rates, pricing, marketing plans, business plans, corporate strategy, intellectual property, trade and business secrets, service marks, copyrights, logos, software code and modifications, reports, email, financial data, contracts, product lines and services, manuals, employee data, and customer and vendor information (including personal data). Do not copy or share information with others unless there is a legitimate business reason. Do not discuss confidential or proprietary information in public areas such as restaurants, elevators or airports. Never ask or encourage anyone to violate an obligation of confidentiality.

## Frequently Asked Questions

**I have been talking to a third party about providing services which will require the exchange of confidential information. Do I need to have the third party sign a Non-Disclosure Agreement prior to exchanging data?**

Yes, before either party discloses confidential or proprietary information, a Non-Disclosure Agreement must be signed.

## Intellectual Property

Our Company's intellectual property such as logos, service marks, blogs, marketing materials, software, new business concepts, etc., are valuable assets. Our intellectual property gives us a competitive advantage, so it is very important that we protect it. You must disclose in writing any intellectual property that you conceive or develop at our Company and, unless our Company agrees in writing, that intellectual property remains the sole property of our Company.

### Accurate Business Records and Reports

It takes a long time to establish a reputation of trust and integrity, but only a moment to tarnish it. The completeness and accuracy of our Company's business records and reports, including travel and entertainment, is very important to maintain our Company's reputation. We all have a legal and ethical obligation to maintain complete and accurate business records, including compliance with generally accepted accounting principles. In addition, all customer and vendor relationships must be properly documented with appropriate contracts. Business records include information in both physical and electronic form and include documents, files, emails, databases, website content, back-up tapes, thumb drives, instant messages, software, computer hard drives, memos, pictures, video and audio recordings and voicemail, as well as, data on laptops, mobile devices and portable storage devices.

### Records Management

We all have a duty to maintain our Company's business records, including hard copies and electronic documents and emails, in accordance with our Company's document retention policy and applicable law. Never knowingly destroy records that may relate to ongoing litigation or a government investigation.

Comply with any legal holds issued by our Company. A legal hold means that even documents slated for destruction per our Company document retention policy must be retained until the legal hold is formally lifted.

This records management policy applies to all business records in both physical and electronic form.

## Frequently Asked Questions

—

One of our key accounts has been slow in paying us this year because of the economy. The sales manager spoke with the account representative yesterday who promised that payment **would be received in a couple of days, but the revenue cut-off date is tomorrow. The sales manager has asked me to make a journal entry showing that we have been paid. What should I do?**

Do not falsify company records. Report this request to your supervisor immediately. Contact Legal for further guidance on any of these issues.



**We Compete  
With Integrity**

---

## Antitrust / Competition

---

We believe in vigorous but fair and legal competition in the marketplace. Never engage in activities with customers, vendors or competitors that unfairly limit or prevent competition or give the appearance of doing so. Do not accept, share or use any competitive information such as trade secrets, customer lists or financial information that may have been gathered or disclosed improperly. When dealing with any of our competitors, do not discuss rates, bids, market share or other business terms. Remember, even an implied “understanding” regarding anti-competitive terms or behavior is illegal.

Anti-trust laws are complex, and compliance requirements can vary depending on the circumstance, but, in general, the following activities are red flags and should be avoided and reported to Legal:

- **Collusion**—when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages or allocations of markets.
- **Bid-rigging**—when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.
- **Tying**—when a company with market power forces customers to take products or services that they do not want or need.
- **Predatory Pricing**—when a company with market power sells a product or service below cost so as to eliminate or harm a competitor, intending to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

Never share our Company's competitively sensitive information with a competitor of our Company.

Never share competitively sensitive information of business partners or other third parties with their competitors. Never take advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts or any other intentionally unethical or illegal action.

## Frequently Asked Questions

---

**I belong to an industry trade group and we periodically get together for lunch and to talk shop. Is that okay?**

It depends. As long as you don't discuss any matters affecting pricing, market share or any topics that could be perceived as limiting competition, you should be okay. Ask yourself how the conversation would be perceived if anyone overheard it. If you are in doubt, stop the conversation and notify our Compliance Officer or Legal immediately.

*Policy References: Antitrust and Competition Policy*



## Bribery

---

We do not offer or accept bribes from third parties, including customers, suppliers, competitors or government officials, to win business or influence business decisions anywhere in the world. We comply with laws governing international trade, including import and export controls, and the U.S. Foreign Corrupt Practices Act which prohibits bribery of foreign officials in order to influence their acts or decisions.

All countries where we do business prohibit the bribery of their own public officials, and many also prohibit the bribery of officials of other countries. Our policy goes beyond these laws and prohibits improper payments in all of our activities, both with governments and in the private sector. We do not pay bribes or kickbacks, at any time for any reason. This prohibition applies equally to any person or organization who represents the Company (such as consultants, agents, sales representatives, distributors or contractors).

It is especially important that we carefully monitor third parties acting on our behalf. We must always be sure to perform due diligence and know our business partners, as well as all those through whom we conduct our business. We must know who they are and what they are doing on our behalf. They must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

- Never give anything of value inconsistent with local laws and regulations to any governmental officials. If you are not sure what the local laws are, the safest course of action is to not give anything of value.
- Accurately and completely record all payments to third parties.
- Obtain preauthorization before making a “facilitating payment.”

“Facilitating payments” are small payments demanded by low-level foreign government officials to perform routine clerical functions that the Company is legally entitled to, such as inspecting goods or securing shipping permits. Under current U.S. law, these payments may be allowed. However, it’s important that you keep in mind that such payments (even if acceptable under U.S. law) may be serious violations of other countries’ laws. If you ever encounter such a situation, discuss the matter with our Compliance Officer or Legal before agreeing to make any payment, no matter how small.

## Frequently Asked Questions

---

**I am preparing a bid in response to an RFP from a government agency. I have recently been approached by a former employee of that government agency who has offered to assist me in preparing the proposal. Can I hire the former employee as a consultant?**

It depends on a number of factors, such as how long ago the consultant terminated their employment with the government, what the circumstances surrounding their termination were, what services they are offering to provide, their fee structure, etc. Contact Legal immediately for further guidance.

*Policy References: Conflict of Interest Policy; Antitrust and Competition Policy*

### **Insider Trading**

Our Company is committed to fair and open markets for publicly traded securities. In the course of business, you may learn confidential information about publicly traded companies. You are prohibited from buying or selling securities based on this information or passing it on to others who then trade ('tipping').

### **Money Laundering**

We are committed to conducting business with reputable customers and suppliers for legitimate business purposes. We must prevent the use of Company assets and resources for illegal purposes such as money laundering. "Money laundering" is the process by which individuals or entities try to hide the proceeds of illegal activities or attempt to make the source of the illegal funds appear legitimate. If you have a concern that a customer or supplier may be engaged in money laundering or other illegal activity, you have a duty to report it to our Compliance Officer, Legal or our Compliance Helpline.

### **Trade Controls**

Our Company transacts business with customers and suppliers all around the globe. We must comply with laws and regulations regarding the import and export of goods, including government-imposed export controls, trade embargoes, legal economic sanctions and boycotts. Whether a product may be exported from one country to another depends on the type of product, its origin and destination, and its end use or the user. For guidance on export controls, contact our Compliance Officer or Legal.

## Third-Party Protected Information

---

We respect the intellectual property rights, confidential information and privacy of third parties. We have a duty to protect confidential or personal information belonging to third parties, so you should only obtain, access and use such information for legitimate business purposes and if you have a legitimate “need to know” in order to perform your job duty. Personal information includes social security information, government identification numbers, passport numbers, medical data, contact information, email addresses, pictures, etc., if such data can be linked to an identifiable person.

In addition, you must not copy, use, distribute, reproduce or modify any third-party intellectual information such as copyrights or trademarks unless our Company has written permission from the copyright or trademark holder. Unauthorized use of copyrighted or trademarked material belonging to third parties could create financial and legal liabilities for our Company and violates our Values.

Any business intelligence regarding our competitors must be gained ethically and legally. You must not gain competitive information through theft, misrepresentation or any other deceptive means. In addition, do not ask friends and family to disclose competitive information about their employers or ask new employees to disclose confidential information regarding their former employers. Competitive information may be legally obtained through trade shows, trade journals, annual reports and other publicly available sources.

## Frequently Asked Questions

---

**I am preparing a response to an RFP and I want to use the logos of some of our key customers in my presentation. Is that okay?**

No. Unless you have prior written permission from the account allowing you to use their name or logo, most companies will not permit you to use them. Names and logos are valuable intellectual property and companies spend significant sums protecting them.

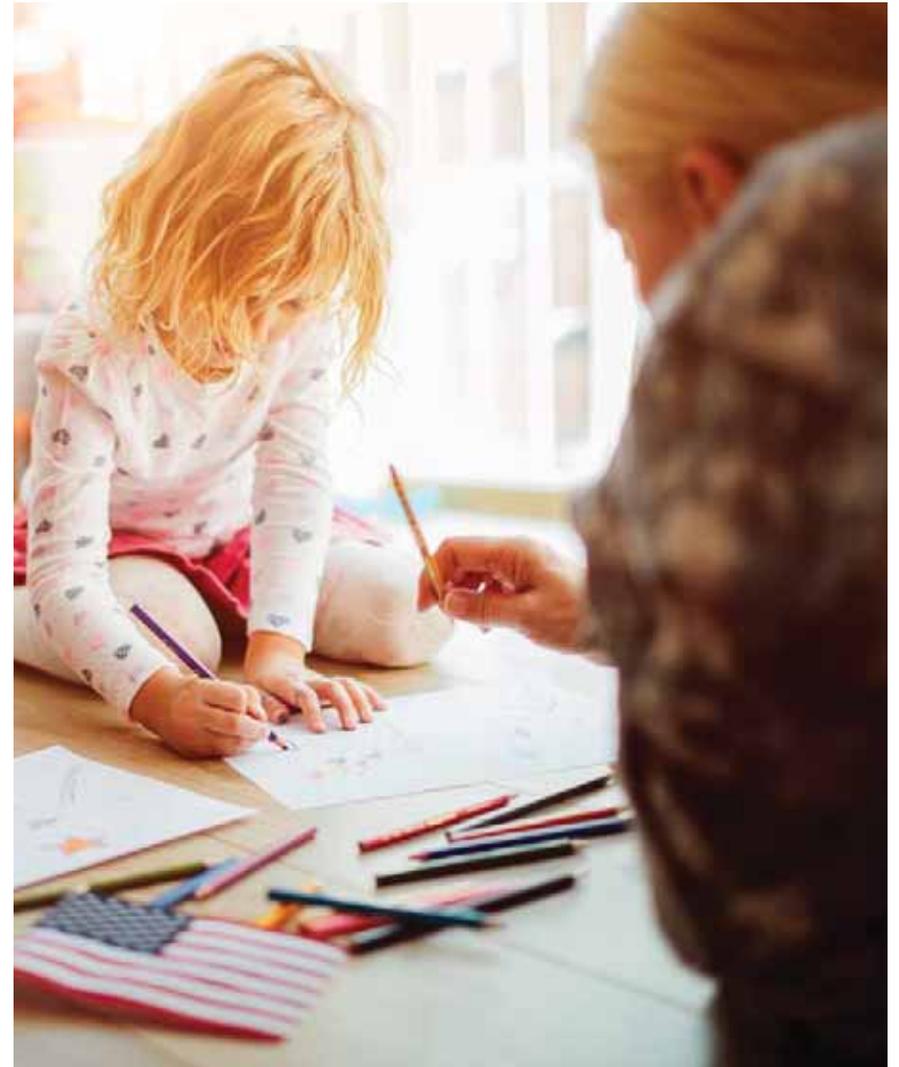
# **We Are Responsible Corporate Citizens**

---

## Giving and Volunteering in Our Communities

---

As part of our commitment to the communities we live in, our Company supports many charitable and civic organizations. We encourage you to be an active participant in these or other charitable and civic organizations. However, you must always make it clear that your personal views and actions are not those of our Company. In addition, you must never use Company funds, assets or resources to support any charitable organization unless you have approval from the Marketing and Corporate Communications Department.



## Human Rights

Our Company supports human rights around the world. We provide reasonable working conditions and fair wages for all employees and will not use child or forced labor in any of our operations. Workers under the age of 18 shall not provide any hazardous work. We do not tolerate or condone human trafficking or slavery in our operations, as we recognize the benefit of fair, honest, and balanced relationships with our employees. We do not allow harsh or inhumane treatment of employees.

We expect our business partners, including those in our supply chains, to respect and support basic human rights and to refrain from engaging in any conduct that constitutes human trafficking or slavery. If we learn of a business partner's failure to adhere to our Code, and its corresponding commitment to human dignity and human rights, we will promptly review the subject conduct and take appropriate action, up to and including termination of the business relationship.

## Political Involvement and Contributions

We encourage you to exercise your right to participate in the political process. Your involvement is voluntary and should be done on your own time and with your own resources. You may not make political contributions on our Company's behalf.

We respect the rights of employees to voluntarily participate as individuals in the political process. However, due to complex requirements, there are specific guidelines that must be followed before our company or its representatives can make political contributions or provide support for a candidate or party. Employees must always make it clear that their views and actions are their own and not those of our Company.

- Employees must not use Company resources to support their personal choice of political parties, causes or candidates.
- Before committing our Company to any corporate political spending, including donating products, services, transportation or facilities to politicians or political organizations, you must obtain prior approval from the Legal department.
- Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.

Lobbying activities or government contacts on behalf of the Company are strictly regulated and must be coordinated with, and approved in advance by, the Chief Executive Officer.

*Policy References: Conflict of Interest Policy*

## The Environment

---

We are committed to managing and operating our Company's assets in a manner that protects and conserves our environment. You are encouraged to reduce waste and support recycling efforts both at work and in your community.

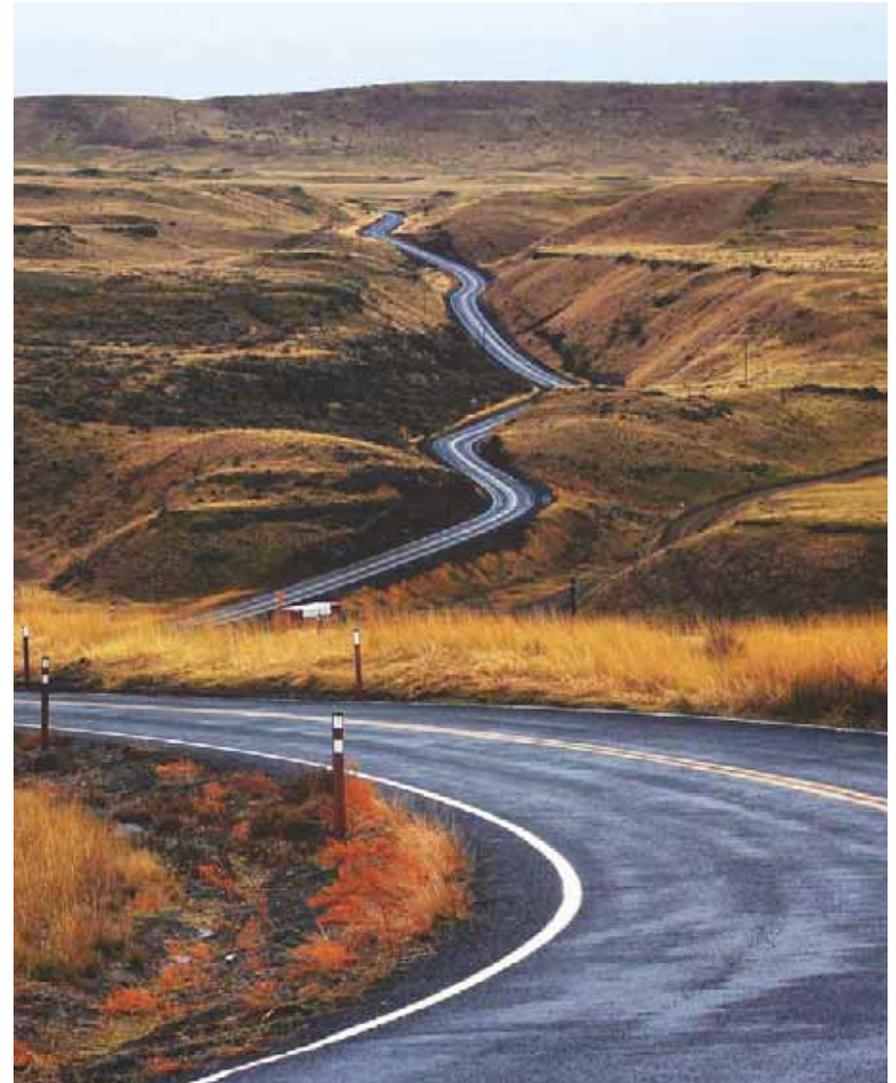
As part of our commitment to the environment, we comply with applicable law and use proper procedures when handling hazardous materials. Immediately notify your supervisor in the event of a discharge of a hazardous substance.

### Frequently Asked Questions

---

**I noticed an accidental fuel spill in the yard. Do I have to report it?**

Yes. Fuel is a hazardous material, and you must report a spill to management immediately.



# Reminders and Contact Information

---

We recognize that our Code cannot answer all of your questions or address every situation, so we have established resources to answer questions and provide guidance. If you are unsure of what to do in a particular situation or are concerned that our Code, our policies or regulations are not being followed, you have a responsibility to speak up. A problem cannot be resolved unless it has first been identified. Our Company will not retaliate against an employee for reporting a good faith concern about actual or potential misconduct or participating in an investigation.

Remember, we strive to do more than simply comply with the law: we aim to do what is right, every time.



## Compliance Helpline

---

### Call Toll Free

---

**Suddath: 844-407-7265**

(China: access code +844-407-7265)

**Lexicon: 844-214-1745**

(China: access code + 844-214-1745)

### Make a report over the internet:

---

[www.suddath.ethicspoint.com](http://www.suddath.ethicspoint.com)

[www.lexicon.ethicspoint.com](http://www.lexicon.ethicspoint.com)

The policies and procedures referenced in our Code are available on YODA or LexPoint.

---

**Compliance Officer: +1 (904) 390-7120**

**Human Resources: +1 (904) 390-7100**

**Legal: +1 (904) 390-7100**

**Marketing and Corporate Communications  
Department: +1 (904) 390-7100**

