

Code of Business Ethics

Effective Date: March 1st, 2026



A message from Leadership

WE SET THE STANDARD

As a leading provider of freight transportation in North America and Europe, it is our responsibility to set the standard for lawful and ethical business conduct for our industry and beyond. Each of us must uphold a high bar for how we represent our company and ourselves to our customers, our fellow employees and the public at-large.

Please familiarize yourself with our Code of Business Ethics and related policies. You'll see that the expectations are consistent for all of us, regardless of position or level of authority. The Code is a compass: it will help you think before you act, follow the law and navigate situations successfully. If a situation arises where the right choice is unclear, always stop and ask for guidance.

Finally, our company relies on you to report any suspected misconduct in good faith. You can do this without fear of retaliation by contacting your supervisor, human resources manager or the ethics and compliance team, or by calling the ethics hotline.

Safety, accountability and respect are among our core values. That means that we act with integrity, we speak up when we need to and we own our mistakes. Exemplifying the highest standard ensures that every member of our team and each of our customers know that they can count on XPO to do things the right way. Thank you for upholding the trust our customers place in us, strengthening our reputation and taking care of our future.



A handwritten signature in black ink that reads "Mario". The signature is fluid and cursive.

Mario Harik
Chairman and CEO
XPO

Table of Contents

- 04 | Our Commitment:**
Do Business the Right Way
- 05 |** Respect, Equal Opportunity, and Safety in the Workplace
- 06 |** Total Integrity in Business Dealings
- 10 |** A Good Citizen to Communities Worldwide
- 11 |** Protection of Company Assets
- 13 |** Conflicts of Interest
- 15 |** Gifts and Entertainment
- 18 | Additional Resources:**
How to Ask Questions and Report Concerns
- 19 |** Index of Business Ethics Policies



Our Commitment: Do Business the Right Way

Our mission is to deliver results. This requires us to perform to the highest standards of business conduct at all times. We will not compromise our values to meet commercial objectives. Our values are critical to our success.

Our Code of Business Ethics (the Code) is a blueprint of the company's business standards. All XPO employees, officers and directors must comply with the Code, as must other parties acting on XPO's behalf, to the extent it is consistent with local law. These standards apply any time you are representing XPO or engaged in activities that could have an impact on XPO's business or reputation.

In addition to the Code, XPO has a number of Business Ethics Policies that govern our conduct. Some XPO locations and business units also have separate policies that expand on these requirements. In addition to the Code, you must understand and comply with these other policies.

Management's Commitment

XPO's management is committed to leading by example in ways that reflect our company values. This includes responding in a timely manner to employee concerns, addressing compliance risks, and providing reporting resources to ensure potential violations of company policy or law are identified and addressed. Management—and the company overall— will not tolerate retaliation against anyone who has, in good faith, reported concerns or cooperated with ethics or compliance inquiries.

Resources Available to You

XPO's Code and related policies are designed to help you resolve ethical and legal issues. If you are still unsure about an issue after referring to the Code and policies, ask yourself these four questions: Does it feel like the right thing to do? Does it comply with the law and company policy? Would I feel comfortable if others knew about it? Would I want to read about it online or see it in the news?

If you cannot answer yes to all of these questions, stop and seek guidance from your supervisor or [Ethics and Compliance](#). Additional resources are available to you at the end of this document.

Consequences of a Violation

Failure to comply with the Code, company policies or applicable laws, rules or regulations may result in disciplinary action, up to and including termination. Some violations may also be subject to civil or criminal penalties.

Our Responsibilities

We all share a responsibility to:

- Act with integrity in all of our business dealings, large and small.
- Treat each other with dignity and respect.
- Comply with all applicable policies, laws and regulations.
- Uphold our commitment to this XPO Code of Business Ethics (our "Code").



Respect, Equal Opportunity and Safety in the Workplace

We are committed to a work environment where respect and safety are paramount. In addition, we comply with all laws that govern fair employment and labor practices. Please refer to your applicable business unit's relevant policies for further guidance.

Equal Employment Opportunity

XPO provides equal employment opportunities to all employees and applicants. We make employment decisions without regard to race, color, age, sex, religion, national origin, mental or physical disability, medical condition, family or medical leave status, marital status, sexual orientation, gender identity, veteran status, genetic information, or any other basis protected by law. This includes decisions related to hiring, placement, promotion, termination, discipline, leaves of absence, compensation, benefits, training, and other terms conditions, and privileges of employment.

Zero Tolerance for Discrimination, Harassment and Retaliation

XPO does not tolerate harassment or discrimination on the basis of any protected category or class. You must not engage in any abusive, harassing, or offensive conduct, whether verbal, physical or visual.

If you experience or become aware of any conduct that makes you uncomfortable, you should contact your supervisor, your Human Resources representative or the [Ethics and Compliance Hotline](#).

XPO also strictly prohibits retaliation against employees who raise concerns, report potential violations of laws or policies, or testify, assist or participate in any internal or external investigation, proceeding or hearing.

Workplace Safety

XPO is committed to maintaining a safe work environment. All work must be performed in accordance with health and safety regulations and company policies. Immediately alert your supervisor to hazardous conditions in the workplace, vehicle, forklift or equipment accidents, work-related injuries or illnesses, violations of company policy and all other safety issues.

Drugs and Alcohol

XPO maintains a drug-free and alcohol-free work environment. You may not use or possess alcohol on company premises, except at sponsored company functions with appropriate executive pre-approval. You may not use, possess, or distribute recreational or illegal drugs, or abuse prescription drugs, while on company time or property.

Workplace Violence

XPO does not tolerate violence in any form. If you witness or experience violent or threatening behavior, report it to your supervisor, Human Resources representative or [Ethics and Compliance](#). If someone is in immediate danger, contact law enforcement.



Total Integrity in Business Dealings

We are committed to maintaining the trust of customers and others in our marketplaces by acting with integrity, competing fairly, and protecting confidential information.

Honest and Accurate Information

XPO deals fairly and in good faith with our customers, suppliers, competitors, and employees. You may not take advantage of anyone through unfair dealing practices.

Third-Party Information

XPO does not tolerate the improper collection or use of confidential or proprietary information related to our markets, customers, competitors or any other third party. All such information must be collected through lawful means and must be properly safeguarded from unauthorized disclosure or use.

If you become aware of confidential or proprietary information about a competitor or other third party through a prior employer or other non-public source, you are not permitted to use the information in connection with XPO's business or to disclose it to any company representative. You cannot bring the information onto

XPO's premises, including electronic systems used by XPO, or use it in any way in performing your duties or other company business.

Do not use the name, trademark, or logo of another company without written permission from an authorized representative of that company. Do not reproduce, distribute, or alter copyrighted materials owned by others.

Antitrust and Fair Competition Laws

XPO complies with all antitrust and fair competition laws and does not tolerate anti-competitive activity. You cannot enter into any agreement or arrangement to limit competition or gain an improper advantage.

If you have marketing, sales, pricing, or purchasing responsibilities, or if you have contact with competitors, it is particularly important for you to be aware of antitrust and fair competition considerations.

For more information about antitrust and fair competition requirements, consult [XPO's Antitrust and Fair Competition Policy](#).





Total Integrity in Business Dealings

Doing Business with the Government

XPO complies with all laws and regulations that govern dealings with federal, state, provincial, county, and local governments, including entities working on behalf of a government, or owned or controlled by a government.

If you are involved in seeking government contract work for XPO, it is particularly important for you to understand and observe all applicable rules. If you have questions or concerns regarding our government contract obligations, contact [Ethics and Compliance](#).

There are specific rules that apply when XPO employees are interacting with government officials, as discussed in more detail in the [XPO Anti-Corruption Policy](#). For example, no gifts or entertainment may ever be provided to government officials by XPO, as discussed in more detail in the Gifts and Entertainment section of this Code.

Government officials are broadly defined as any person, regardless of their rank or position, working for (1) a government agency or department, in any branch of government (executive, legislative, judicial, military, law enforcement) at the federal, state, or local level, or (2) a government-owned or controlled entity or business, including entities such as state-owned air carriers, shippers, or utility providers. This also includes any person or entity acting on behalf of a government

or government-owned or controlled entity, a public international organization (e.g., the Red Cross, the United Nations, or the World Bank), a political party, or a candidate for political office.

Because determining who is and is not a government official is not always easy, you should consult the [XPO Anti-Corruption Policy](#) for additional details or contact Ethics and Compliance for any questions or concerns.

When dealing with a government entity or official, you may not:

- Seek or obtain confidential information about the government's selection process or a competitor's proposal;
- Provide anything of value to a government employee including meals and entertainment.
- Talk to a government employee about possible employment opportunities;
- Make false or misleading statements about XPO's services or capabilities.
- Substitute goods or services; or
- Use government property for any purpose other than the intended purpose.

Total Integrity in Business Dealings

Anti-Bribery and Anti-Corruption

XPO does not tolerate bribery or corruption in any form, directly or indirectly, whether doing business with a government entity, commercial enterprise or individual. You cannot make, authorize, offer, promise, or accept bribes, kickbacks, or gratuities; this includes indirect payments to third parties where there is reason to believe that even a portion of the payment will be offered to someone else for an improper purpose. XPO only does business with third parties that share our commitment to conducting business ethically and with integrity and that have passed XPO's risk-based due diligence review, as outlined in the [XPO Third Party Assessment and Due Diligence Policy](#).

Fraudulent Activities

XPO does not tolerate fraudulent activities or fiscal misconduct in any form. You cannot make any representations of information which are intentionally, knowingly, or recklessly false in your dealings with or on behalf of XPO. This includes but is not limited to forgery, unauthorized alteration, defalcation, misappropriation and other fiscal irregularities or improprieties involving property, documents, payroll documents, financial records, supplies, reporting or handling of money transactions, acceptance of gift, favor or service that might reasonably tend to influence the discharge of duties, theft, destruction or disappearance of records, furniture, equipment or other assets, misrepresentation of information on documents, authorizing or receiving payment for goods or services not performed, intentional inaccuracy in books and records, any apparent violation of federal, state, provincial, or local laws related to dishonest activities or fraud or any similar or related activity.

XPO employees are required to act honestly and with integrity. For example, fraud may include intentionally submitting false invoices or expense reports.

We Comply with Anti-Money Laundering Laws and Regulations

XPO is committed to complying with all anti-money laundering (AML) requirements imposed by the United States, the European Union, the United Kingdom, and other applicable jurisdictions. Money laundering is generally defined as conducting or attempting to conduct a financial transaction knowing that the transaction is designed, in whole or in part, to conceal or disguise the nature, location, source, ownership, or control of the proceeds derived from unlawful activity.

As part of its compliance framework, XPO periodically assesses the risk of doing business with entities that may be involved in money laundering and has implemented customer onboarding processes and other risk-based procedures and policies to verify that business partners engage in legitimate activities. XPO employees must not engage in cash transactions with customers or vendors. Any transaction that appears unusually complex involves offshore jurisdictions, or raises other suspicions must be promptly referred to the Ethics & Compliance team for review and guidance.

Protecting Privacy, Data Security and Personal Information

In the course of our business, we sometimes collect or have access to personal information relating to customers, employees, third-party business partners (such as vendors or suppliers) or other individuals. This information includes not only personal information such as names, addresses, and Government ID numbers, but also may include any information that directly or indirectly identifies, describes or is capable of being associated with an individual or household. XPO respects and protects the privacy and security of the information that customers, employees and others entrust to us, and we expect our employees to do their part to protect that information. We are committed to using and protecting personal information in line with all applicable privacy and data security laws around the world, as well as XPO's privacy and security policies. If you suspect or learn that any of XPO's systems, data, content or personal information has been compromised, you must promptly report any such concerns as outlined in this policy.

Political Activities and Contributions

Political Activities by Employees

XPO values the right of our employees to participate in the political process. XPO employees are welcome to do so in a variety of ways, including by making personal contributions or by volunteering personal time to campaigns, organizations or initiatives.

Total Integrity in Business Dealings

[XPO Political Activity Policy](#) requires employees to comply with all federal laws and related regulations regarding time spent during working hours in support of or opposition to federal candidates and committees. Employees may not use their position with the Company to coerce or pressure other employees to make contributions or to support or oppose any political candidates, elections, or ballot initiatives.

Any political activity (including use of an XPO title or logo) that would suggest XPO's support requires pre-approval by [Ethics and Compliance](#).

Employees who wish to become a candidate for political office may not use their affiliation with XPO or their role as a feature of their political campaigns. Before beginning a campaign for political office, an employee should carefully consider and discuss with their manager and [Ethics and Compliance](#) the potential impact of such activity and subsequent government service to proactively identify any potential conflicts of interest.

Corporate Political Activity

Many jurisdictions prohibit corporations from contributing to candidates for office but permit other forms of political activity. XPO may engage in the political process where legal and appropriate under applicable law. Any such proposed participation must be reviewed by [Ethics and Compliance](#) to ensure adherence to all legal requirements and ethical standards and be in the company's best interest.

Political Contributions

XPO employees may make political contributions with their own funds and in accordance with their own political preferences. XPO will not reimburse or otherwise compensate employees for their political contributions.

Employees may not directly or indirectly provide any company funds or assets to any political party or candidate without written authorization from [Ethics and Compliance](#). Employees involved in government procurement activity may not make any private political contributions in connection with government procurement activity without written authorization from [Ethics and Compliance](#). Employees may not make, or offer to make, any political contribution, even from personal funds, to obtain or retain business or any other improper advantage on behalf of XPO.

Compliance with Insider Trading Laws

In the course of your duties with the company, you may become aware of material non-public information about XPO or another company with which XPO does business. For example, you may hear or see undisclosed financial results or information regarding the company's strategic plans. If you become aware of material non-public information, you cannot disclose this information or use it for personal benefit or for the benefit of someone else.

You cannot trade in XPO securities while in possession of material non-public information about XPO. You must follow these same principles with respect to information you learn about any other company, including companies with which XPO does business. You also cannot discuss material non-public information, including but not limited to unpublished financial results and/or material business developments, with the press without approval from [Ethics and Compliance](#). Violations of insider trading laws may result in extremely serious penalties including fines, imprisonment, disgorgement, civil penalties, and termination.

There are further constraints on trading that apply to certain "Covered Individuals" under [XPO's Insider Trading Policy](#) and [ethics.xpo.com](#). If you have questions about this policy, contact [Ethics and Compliance](#).



A Good Citizen to Communities Worldwide

We are committed to maintaining a global standard of integrity in all countries where we operate. We believe in fair trade practices, in human rights, in sustainable business practices that mitigate potential damage to the environment and in doing business without corruption.

International Trade Compliance

As a global company, XPO is committed to complying with all laws and regulations governing international trade.

XPO does not permit the export or import of goods, services, or data without appropriate authorization. When shipping under a government authorization, you must comply with all terms and conditions of the authorization, and you cannot divert shipments to a place or person not included in the authorization. To ensure that the company can comply with government reporting requirements relating to international trade, you must properly document all export and import transactions.

Unless you have received appropriate government authorization, you must not do business with, or for, any embargoed or sanctioned country, or any party subject to a debarment or economic sanctions. In addition, you must not participate in any boycotts not authorized by U.S. law, such as restrictive contract provisions aimed at limiting trade with certain foreign countries, including but not limited to Israel. If you become aware of any boycotts or other restrictive provisions, immediately contact the Global Trade Compliance team at GlobalTradeComplianceTeam@xpo.com. It is your responsibility to know your customer and to ensure that you comply in these matters.

For more details, employees should review the [XPO Trade Compliance Policy](#) or contact GlobalTradeComplianceTeam@xpo.com.

Human Rights

XPO is committed to conducting business in a manner that respects the human rights and dignity of all people. We do not tolerate any conduct that contributes to, encourages, or facilitates human trafficking, child labor, forced or compulsory labor, or any other human rights abuses.

Environmental Laws

XPO conducts its business in a manner that complies with all applicable environmental laws. This includes ensuring that all hazardous materials, waste, or pollutants are properly labeled, stored, handled, transported, used, and disposed of. Environmental rules are often complex and vary by location – if you have any questions regarding environmental requirements, contact [Ethics and Compliance](#) or the internal legal counsel for your location or business unit.



Protection of Company Assets

We are committed to safeguarding and protecting the integrity of XPO's assets and systems, including the information we receive from or provide to shareholders, regulators, business partners, customers, and other third parties. For more details, employees should review the [Information Security Policies](#) or contact informationsecurity@xpo.com. You must follow all XPO training and communication related to cybersecurity awareness.

Company Resources and Information Security

It is your responsibility to ensure that company property, facilities, equipment, systems, and information are protected and used appropriately. In addition, non-tangible company resources such as the XPO name or your time while working for XPO should be used only in furtherance of XPO business.

Accessing Company Systems

You must access company systems, such as the employee portal or timekeeping tools, by using official links provided by XPO (for example, saved bookmarks, company communications, or myxpo.xpo.com official website). To find XPO systems or login pages, you must not use search engines or click on sponsored ads as these can lead to fake or malicious websites designed to steal information. You must not use unsecured public Wi-Fi to access company systems. You must not enter company credentials on public or shared devices unless approved by XPO Information Security and determined to be secure.

If you have access to company telephones, computers, mobile devices, networks, Internet access, e-mail services, or other electronic resources, you may use these resources only for legitimate business purposes. You must update your devices with the latest software.

Incidental personal use is permitted so long as it does not interfere with your work, is not illegal, is not used for personal gain, and does not conflict with or violate the company's interests or company policies.

If you leave the company, you must return all company property and information, including documents, data, phones, computers, and other business equipment. You agree not to access or attempt to access any electronic device, system, database, server, portal, or network of XPO after your employment ceases. You further agree not to tamper with, alter, delete, or destroy any company

property, documents, records, or data contained in any location, including but not limited to any information contained on any company-provided computer or electronic device, system, database, server, portal, or network, including but not limited to re-setting electronic devices to their default settings.

Cyber Awareness and Reporting Suspicious Activity

You must use strong, secure passwords, keep all passwords private, and never share your login information with anyone.

You must be alert to unusual email messages, texts, or calls asking for sensitive information, even if they appear legitimate. Immediately report any suspicious websites, emails, or messages to informationsecurity@xpo.com or your supervisor.

You must not click on suspicious links in emails, texts, or social media messages. If you believe you have entered information on a fraudulent site or clicked on a suspicious link, contact informationsecurity@xpo.com immediately.

Using Generative AI (GenAI)

You are only permitted to use enterprise Gen AI tools, with written approval from AI@xpo.com.

Confidential and Proprietary Information

XPO rigorously protects its confidential and proprietary information from unauthorized use or disclosure. This includes information about the company's strategies and operations, business plans, employees, customers, suppliers, financial status, trade secrets, or any other information unavailable to the public. You may not use confidential or proprietary information for any purpose other than the purpose for which you are entrusted with the information.

You must not input or share confidential, proprietary, or sensitive company information (such as customer data, financial details, or personal information) in any GenAI tool or portal.

Your obligation to safeguard the company's confidential and proprietary information continues to be in effect after your employment with the company ends. If you leave XPO, you may not use or disclose confidential or proprietary information that you obtained during the course of your employment.

If you raise questions or concerns about potentially illegal conduct, you will not be held criminally or civilly liable under U.S. federal or state trade secret law for disclosure of a trade secret in connection with your report provided the disclosure is made in confidence to a federal, state, or local government official or an attorney and it is made solely for the purpose of reporting or investigating a suspected violation of law, or the disclosure is made in a document filed in a proceeding where such filing is made under seal so that it is not made public. Further, if you pursue a lawsuit for retaliation by an employer for reporting a suspected violation of the law you may disclose the trade secret to your attorney and use the trade secret information in the court proceeding if you file any document containing the trade secret under seal and do not disclose the trade secret except as permitted by court order.

Business Records

Each XPO employee is responsible for ensuring that business records of all types – including, but not limited to, expense reports, invoices, time sheets, attendance records, contract documentation and other records – accurately represent XPO's operations, business dealings and financial results. You must retain all business records in accordance with company policy and applicable legal requirements. You must not alter, falsify, or otherwise tamper with any business record

Public Reports

Our company's senior financial officers must ensure that all financial information disclosed in public communications and in periodic reports with the U.S. Securities and Exchange Commission is complete, accurate, timely and understandable. Persons responsible for preparing such documents must ensure that all accounting records, and the reports produced from such records, fairly and accurately represent the transactions to which they relate. These records and reports must include reasonable detail and be supported by appropriate documentation. If you become aware of anything in the company's accounting records or reports that is false or misleading, inform [Ethics and Compliance](#) immediately.



Contracting Authority and Delegations of Authority

Only certain employees of XPO are authorized to sign official company documents or commit the company to a contract or other transaction. If you do not have such authority, you may not bind the company to any obligations. If you are authorized to sign official company documents or commit the company to obligations, you must act within the limits of your authority and accurately document any contract that you sign on behalf of XPO. Before making any business or financial commitment on behalf of XPO, you must verify that you have the proper authority by referring to the company's [Delegation of Authority Policy](#). Certain locations or business units may have additional, more restrictive, authority and approval requirements. When applicable, these more restrictive requirements must also be followed.

Conflicts of Interest

Potential Conflicts of Interest

XPO is committed to avoiding conflicts of interests or the appearance of a conflict of interest in our business dealings.

Conflicts of interest arise when your personal interests, or the interests of your friends or family members, interfere with your ability to make impartial business decisions on behalf of the company. You must disclose all potential conflicts of interest to [Ethics and Compliance](#) so XPO can take appropriate measures to protect you and the company.

Some conflicts are clear and always prohibited, such as using your position at the company for improper personal gain. Other situations may be less obvious, such as having the company do business with a

company owned by a friend or family. If you are unsure about a potential conflict of interest, review the [Conflicts of Interest Policy \(US\)](#) or contact [Ethics and Compliance](#) for advice. Below are some examples of common conflicts of interest.

Financial Interests in Competitors, Customers and Suppliers

As an XPO employee, you are not permitted to have a financial interest in a privately owned company that competes with XPO. You may own a small percentage (not to exceed 1%) of stock in a publicly traded company that is a competitor, supplier, or customer to XPO. Additional limitations and restrictions may be applied to the company's senior officers.



Conflicts of Interest

Prohibited Engagement with Expert Network Firms

You are not permitted to provide information or services to “expert network firms.” These firms seek industry sources to arrange consultations with their clients, which can include private equity funds, hedge funds and other institutional investors who are considering investment in our industry. Expert network firms may seek to engage you as a consultant due to your knowledge of XPO, or your knowledge of our industry overall. Your provision of such consulting services creates the risk that you use or disclose XPO’s confidential information or engage, or assist another party in engaging, in activities that are detrimental to or competitive with XPO.

Outside Employment and Other Activities

You must act in the best interests of the company. It is your responsibility to ensure that any non-XPO employment or other activities do not violate existing XPO commitments or relationships with a competitor, customer, supplier or other third party. Review the [Conflicts of Interest Policy \(US\)](#) or contact [Ethics and Compliance](#) for more details about outside employment and other activities.

Business Relationships with Family and Friends

XPO makes all supplier-related decisions, including purchasing decisions, based solely on the supplier’s ability to meet XPO’s business needs. Personal relationships or friendships cannot be a factor in these decisions. Furthermore, you must disclose any proposed transaction involving the company and yourself, or the company and a member of your family, including any business owned by your family. Written approval by [Ethics and Compliance](#) is required before any such transaction can proceed.

Corporate Opportunities for Your Personal Benefit

In the course of your employment with XPO, you may learn about business opportunities in XPO’s industry or related to our business that you are interested in pursuing personally. You may not take personal advantage of these opportunities for yourself, and you may not communicate them to someone outside the company, unless you have disclosed these opportunities to the company and received permission to pursue them.

Romantic or Other Intimate Relationships

Conflicts of interest also include romantic or other intimate relationships between managers and members of their teams, which may result in the manager being personally biased, or appearing to be biased, when making employment decisions about the employee. Review the [Conflicts of Interest Policy \(US\)](#) or contact [Ethics and Compliance](#) for more details about intimate relationships in the workplace.



Gifts and Entertainment



Gifts and Entertainment

XPO wins and awards business based on merit. The company does not give or receive business gifts of products, services, or entertainment in order to improperly influence business decisions.

Any third-party gift or entertainment you give or receive must be legal under local law, provided openly, given infrequently, must be reasonable in value and not lavish, appropriate under the circumstances and incidental to a legitimate business transaction or relationship. You may not give or accept gifts or entertainment that could create or appear to create an improper influence on a business relationship or decision. Examples include meals, event tickets, or golf outings. You are never permitted to request that a gift or entertainment be given to you.

You should never give a gift to or engage in entertainment with a government official; as defined above in the Anti- Bribery and Anti-Corruption section of this Code; this includes employees of state-owned entities such as a state-owned air carrier, shipper, or utility provider. Gifts to and entertainment with government officials and entities are never permissible. Please consult the [XPO Anti-Corruption Policy](#) for additional guidance on interactions with government officials and reach out to [Ethics and Compliance](#) with any questions.

It may not always be clear whether a gift is appropriate. Some types of gifts are never allowed, such as cash or “cash equivalents” (for example, a gift card), gifts or entertainment of an offensive or explicit nature, or gifts prohibited by law or contract.

Gifts and Entertainment

Ask yourself:

If you are unsure whether the gift is appropriate, ask yourself—is the gift:

- Reasonable, customary, of modest value, and infrequently given?
- Intended to enhance a business relationship and not to improperly influence the recipient's objectivity?
- Unsolicited, with no obligation or expectation of reciprocation?
- In good taste and not likely to embarrass the company or anyone else if disclosed publicly?
- Being given to or received from a commercial party (not a government official)?
- Allowed under the organizational policies of both XPO and the recipient or giver?
- Publicly acceptable, meaning you would be comfortable having others, including your friends and family, know about the gift?

If the answer to any of these questions is “no,” you must contact Ethics and Compliance for approval before proceeding at ComplianceGiftsandEntertainment@xpo.com.

Mandatory Approval Process for Gifts and Entertainment

Approval Requirement for Gifts: You must obtain advance, written approval from Ethics and Compliance prior to giving or receiving any gift valued at \$150 USD or more. Requests for approval are to be submitted to ComplianceGiftsandEntertainment@xpo.com. You must also comply with all other expense approval requirements. For example, your specific location or business unit may have additional, more restrictive approval requirements for gifts. If this is the case, the more restrictive requirements must be followed.

Approval Requirement for Entertainment

Entertainment — such as meals, sporting events or other activities you attend with customers, vendors or other third parties — must be properly approved. You must obtain advance, written approval from Ethics and Compliance for entertainment given or received in the amount of \$200 USD or more per person per event. Requests for approval are to be submitted to ComplianceGiftsandEntertainment@xpo.com.

If the entertainment involves funds intended for charity, such as golf outings or other types of sponsorships, you must obtain advance written approval from [Ethics and Compliance](#), regardless of the amount involved. See the Charitable Contributions and Sponsorships section below.

You must also comply with all other expense approval requirements. For example, your specific location or business unit may have additional, more restrictive approval requirements for entertainment. If this is the case, the more restrictive requirements must be followed.

All gifts and entertainment related expenses and approvals must be accurately recorded in the company's books and records. If you give a gift or entertainment, you must document it in your expense report, including the value of the gift or entertainment, the parties involved (gift giver or receiver and entertainment recipient or participant), and a description of the legitimate business purpose for the gift or entertainment, along with evidence of written pre- approval (where required) and supporting receipts.



Gifts and Entertainment

Charitable Donations and Sponsorships

All charitable contributions and sponsorships made by XPO —regardless of amount – must be approved in writing by both a Business Unit President and [Ethics and Compliance](#).

Charitable Contributions

Charitable contributions are donations paid directly to charitable or civic organizations and not through a third party. Only donations made to bona fide, tax-exempt charitable organizations (such as 501(c)(3)-designated organizations in the United States) may be made. Charitable contributions must go to an organization, not to an individual, and should never be offered or given as an inducement to obtain or retain business. Evidence of the tax-exempt designation must be submitted to support the expense.

Sponsorships

These contributions may involve solicitations from customers or local community groups for the purpose of supporting charitable or civic organizations and involve interaction with customers (for example golf or

sport outings, table sponsorship at a lunch or dinner event). As with charitable contributions, sponsorships should be provided to an organization, not an individual, and should never be offered or given as an inducement to obtain or retain business. For additional information and guidance, you should consult the [XPO Anti-Corruption Policy](#) and contact [Ethics and Compliance](#) with any additional questions.



Additional Resources: How to Ask Questions and Report

You may use the following channels as often as necessary to uphold XPO's business ethics standards:

How to Report Concerns

It is your responsibility to speak up and raise questions and concerns and to report any known or suspected conduct that violates this Code, company policies or applicable laws. Employees who speak up are protected under applicable laws, as well as by XPO's zero tolerance policy against harassment, discrimination, and retaliation. You should raise concerns promptly to your supervisor, your local Human Resources representative, or to the [Ethics and Compliance team](#).

The following avenues are also open to you:

| | |
|--|--|
| <p>Ethics Hotline US and Canada: (800) 638-1486 Outside the US/Canada: Visit the Compliance office website (ethics.xpo.com) to see International Resources</p> | <p>The Ethics Hotline is a toll-free telephone service operated by an independent company. The Ethics Hotline allows you to anonymously report a concern. The Ethics Hotline is available 24 hours a day, seven days a week.</p> |
| <p>EthicsPoint Online www.xpo.ethicspoint.com</p> | <p>EthicsPoint is an online website operated by an independent company. EthicsPoint will allow you to anonymously report a concern.</p> |
| <p>Ethics Email ComplianceOffice@xpo.com</p> | <p>If for any reason you are unable to connect using the Ethics Hotline and EthicsPoint Online, you can email Ethics and Compliance ComplianceOffice@xpo.com</p> |

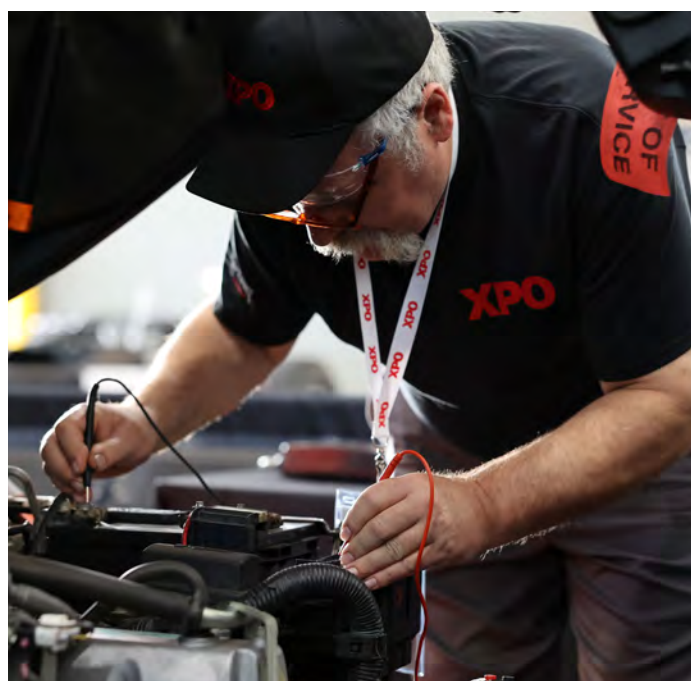
You may report concerns anonymously if you choose to do so; however, identifying yourself better enables the company to investigate your concerns and provide you with appropriate follow-up. All reports are handled as confidentially as possible.

After a Report Is Submitted

Each report is forwarded to an appropriate member of management, Human Resources or [Ethics and Compliance](#) for prompt review. XPO evaluates each report carefully to determine whether further investigation or action is necessary. Employees are required to cooperate fully with company investigations.

The company makes every effort to safeguard the confidentiality of each report, whether or not it is made anonymously; however, sometimes this is not possible due to legal responsibilities or the nature of the incident. Circumstances may prevent the company from sharing what actions it has taken in response to a report.

Please do not attempt to conduct your own individual investigation. Acting on your own may compromise the integrity of the company's investigation. XPO will comply with all applicable laws, including data privacy laws, that apply to the reporting party and or the location of the reported incident, such as the [European Union Whistleblower Protection Directive](#).



Index of Business Ethics Policies



This Code is supported by the following XPO Business Ethics Policies:

- [Anti-Corruption](#)
- [Antitrust and Fair Competition](#)
- [Conflicts of Interest](#)
- [EU Privacy](#)
- [US Privacy](#)
- [Trade Compliance](#)
- [Third Party Assessment and Due Diligence](#)
- [Insider Trading](#)
- [Political Activity](#)
- [Whistleblowing in Europe](#)
- [Human Rights](#)
- [EU Data Retention Policy](#)
- [Records Retention Policy \(US, Canada and India\)](#)

If you would like copies of any of these policies, please visit ethics.xpo.com or contact Ethics and Compliance at ComplianceOffice@xpo.com.

Additional requirements may apply to specific locations or business units, including the [Employment Handbook applicable to U.S. employees](#). If you are working at a customer location, you must follow XPO's policies and any additional, more restrictive, policies required by the customer. Please contact [Ethics and Compliance](#), your local Human Resources representative, or refer to ethics.xpo.com for further information.

Waiver: Any waiver of the COBE for directors and executive officers may be made only by the board of directors or a committee of the board.

XPO

Your freight first